

**J. MICHAEL STRACZYNSKI**  
**JOHN ROMITA JR. • SCOTT HANNA**

# *the* **AMAZING SPIDER-MAN<sup>®</sup>**



**Until the  
Stars  
Turn Cold**

**MARVEL**

JRJR  
+ S.H.  
D.I.



# Just one chance...

That's all Peter Parker has to win back Mary Jane Watson, the love of his life.

Tired of playing second fiddle to Peter's heroic responsibilities as Spider-Man, Mary Jane left him for a new life in Los Angeles. Now, she's back in New York — for one night only — and Peter has the chance to make things right.

But when Spider-Man becomes embroiled in a battle against the child-abducting menace called the Shade, the opportunity slips from his desperate grasp. Or does it?

With Aunt May in tow, Peter heads west for one last try at redemption. In California, the unexpected appearance of Doctor Octopus draws Spider-Man into a grudge match between the tentacled terror and a mysterious upstart armed with Otto Octavius's own mechanical appendages. Caught in the crossfire, Peter faces a gut-wrenching choice: pursuing a normal life with Mary Jane or donning his costume to save innocent civilians at risk.

Stood up once again, will Mary Jane turn her back on the hero for good?

Collecting *Amazing Spider-Man* #40-45 by critically acclaimed writer **J. Michael Straczynski** (TV's *Babylon 5*) and superstar artist **John Romita Jr.** (*Thor*, *Incredible Hulk*).



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# the AMAZING SPIDER-MAN®



**Until the Stars Turn Cold**



JRJR  
S.H.  
D.



M A R V E L<sup>®</sup> C O M I C S

# *the* AMAZING SPIDER-MAN<sup>®</sup>

BOOKIE'S  
PEST CONTROL

ROSY ROSE

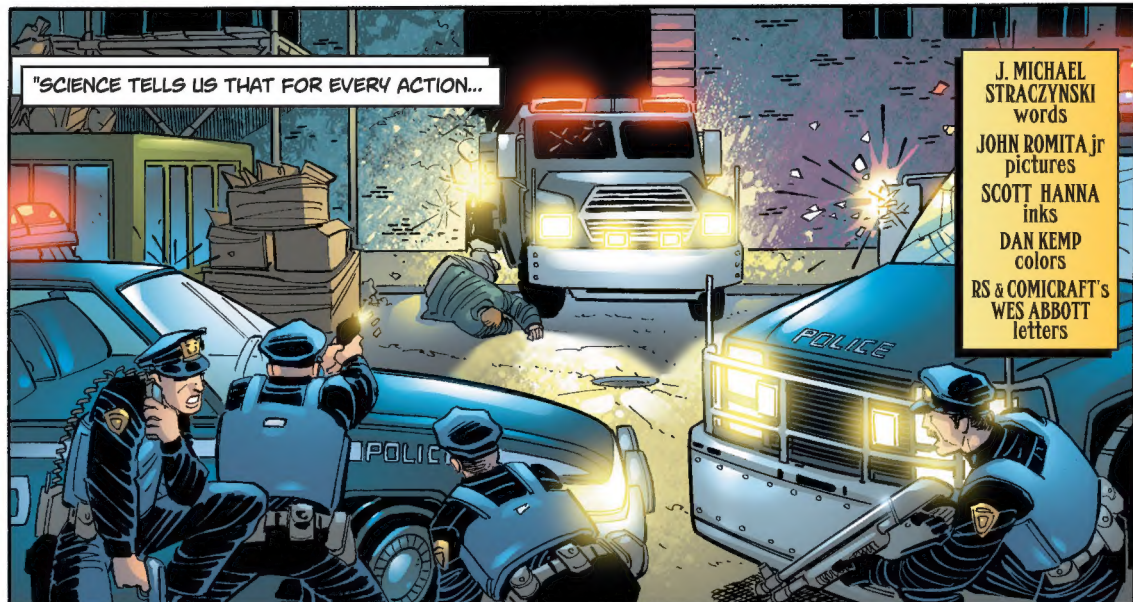
**MARVEL**

40

STRACZYNSKI  
ROMITA JR.  
HANNA

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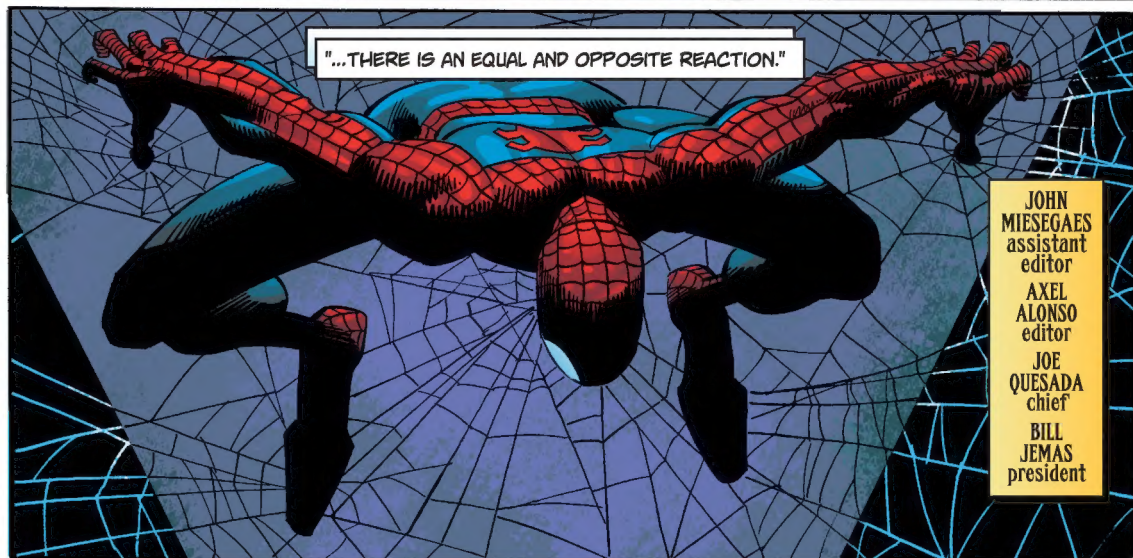
"SCIENCE TELLS US THAT FOR EVERY ACTION..."

J. MICHAEL  
STRACZYNSKI  
words  
JOHN ROMITA jr  
pictures  
SCOTT HANNA  
inks  
DAN KEMP  
colors  
RS & COMICRAFT's  
WES ABBOTT  
letters



AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS: THE AMAZING SPIDER-MAN

## Sensitive Issues



"...THERE IS AN EQUAL AND OPPOSITE REACTION."

JOHN  
MIESEGAES  
assistant  
editor  
AXEL  
ALONSO  
editor  
JOE  
QUESADA  
chief  
BILL  
JEMAS  
president

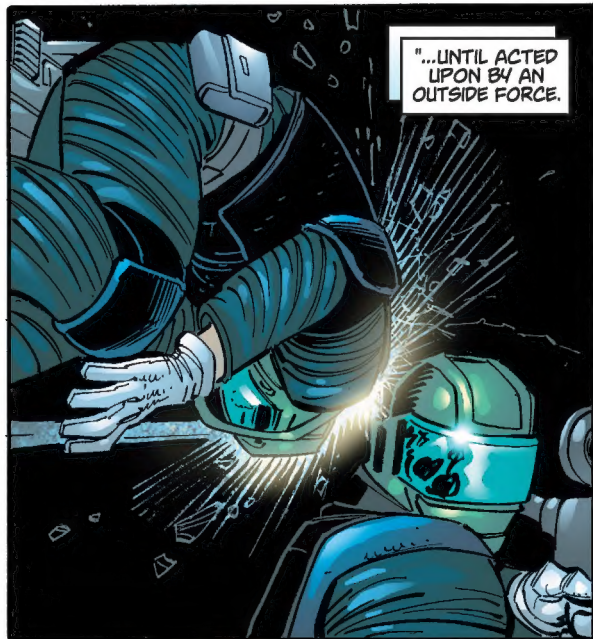




"THE LAWS OF INERTIA TELL US..."



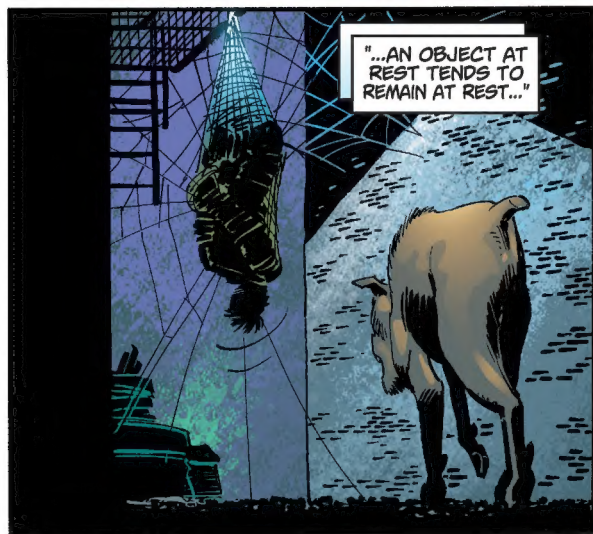
"...THAT AN OBJECT IN MOTION TENDS TO REMAIN IN MOTION..."



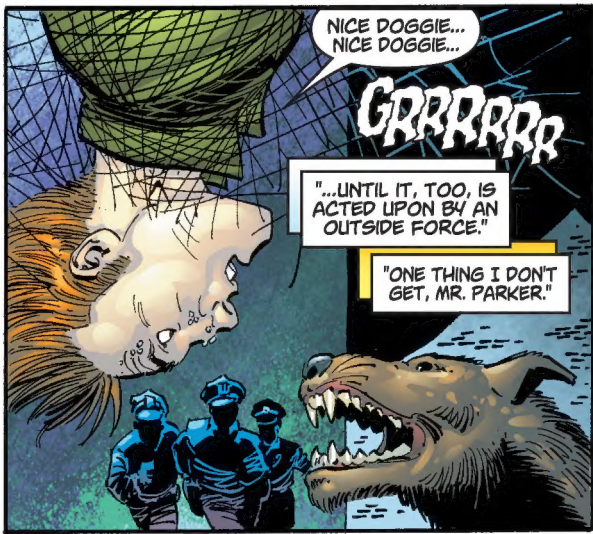
"...UNTIL ACTED UPON BY AN OUTSIDE FORCE."



"SIMILARLY..."



"...AN OBJECT AT REST TENDS TO REMAIN AT REST..."



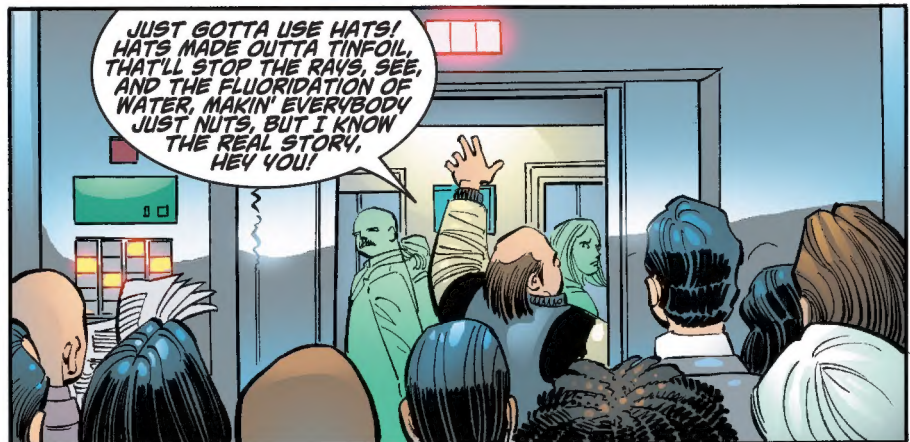
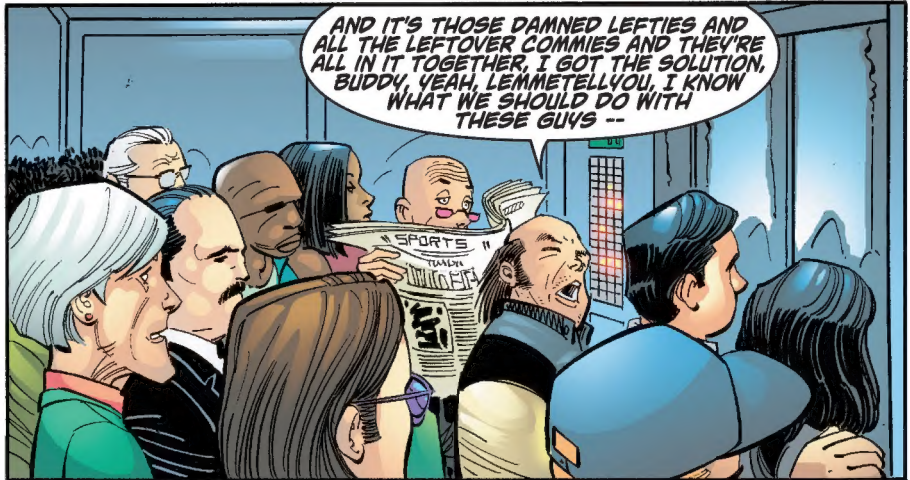
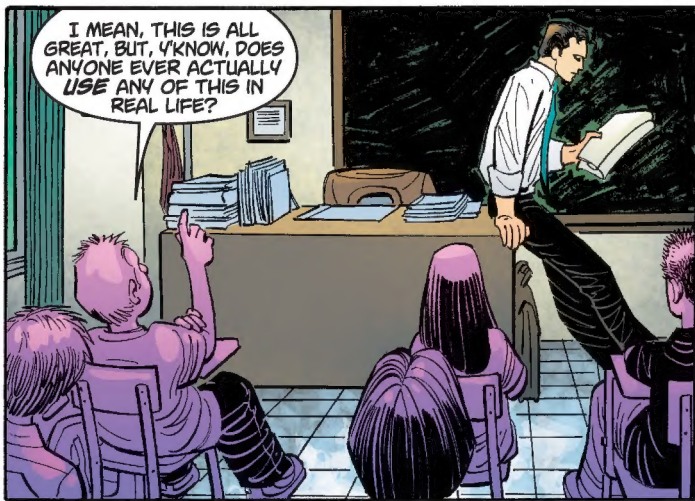
"NICE DOGGIE...  
NICE DOGGIE..."

**GRRRRRR**

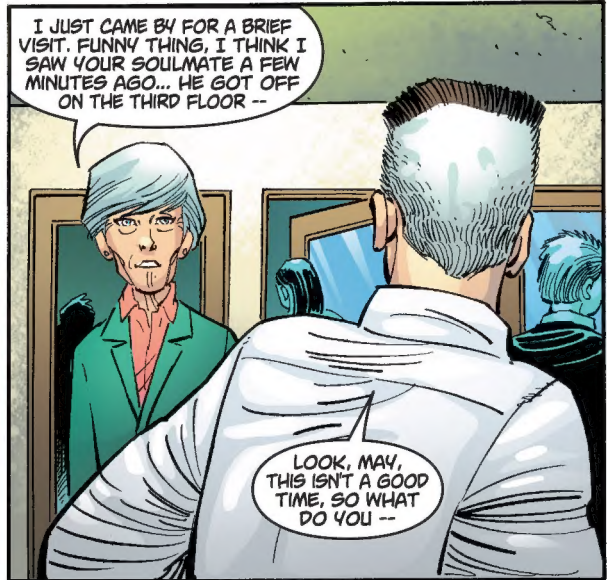
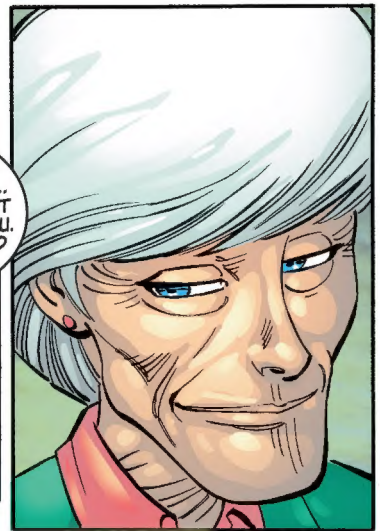
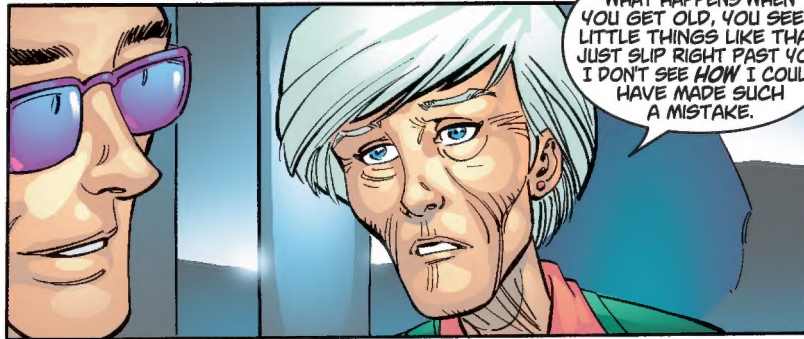
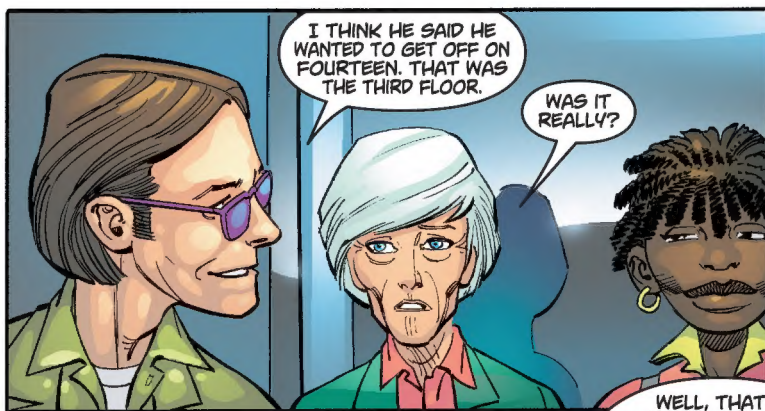
"...UNTIL IT, TOO, IS ACTED UPON BY AN OUTSIDE FORCE."

"ONE THING I DON'T GET, MR. PARKER."

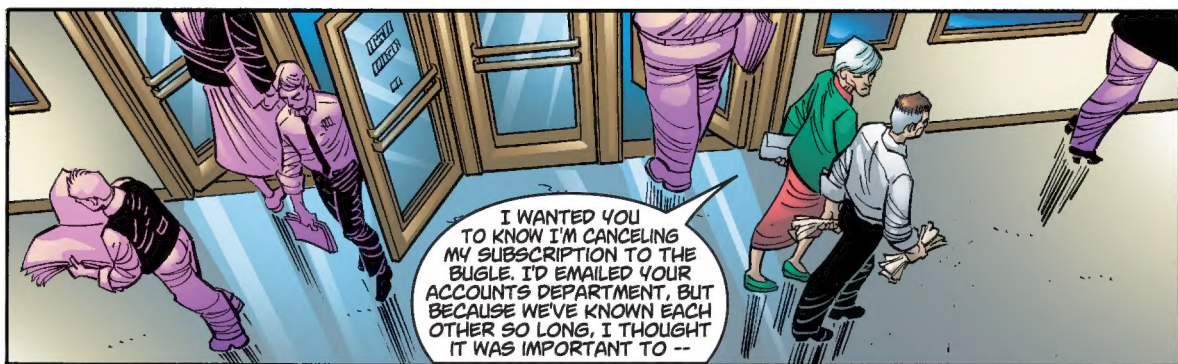




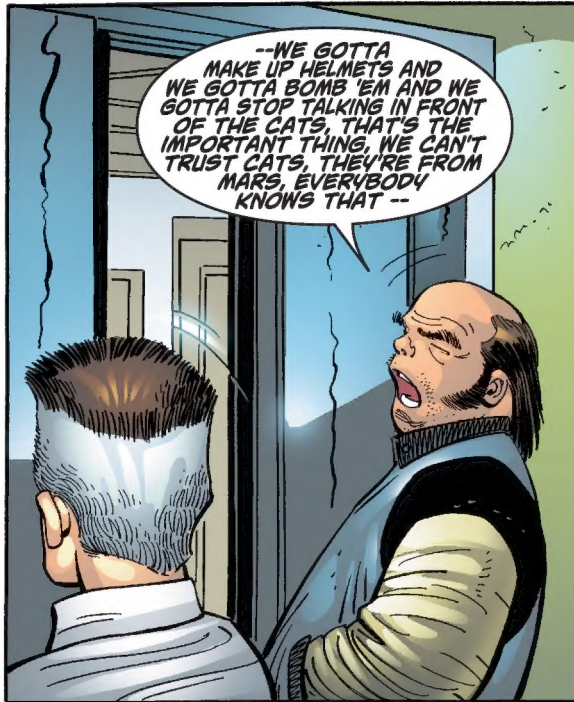
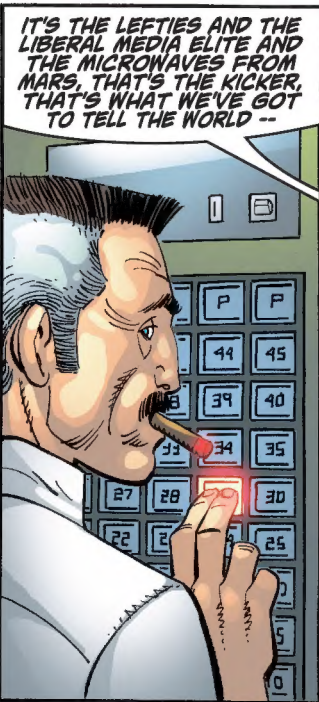
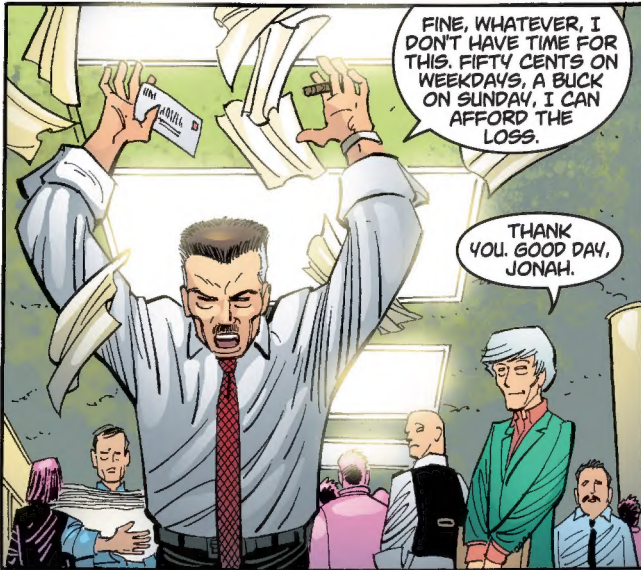




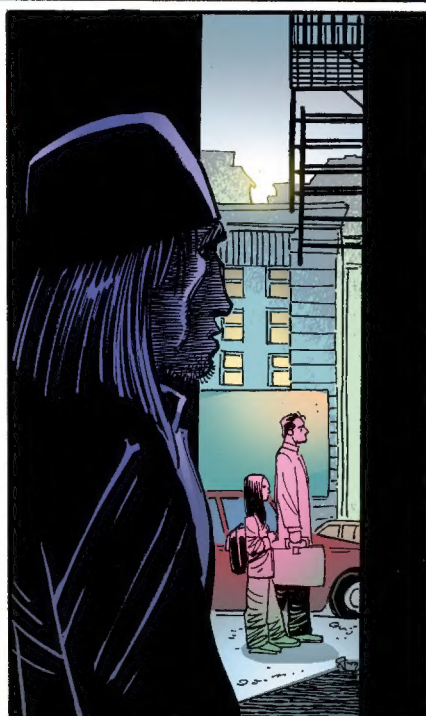
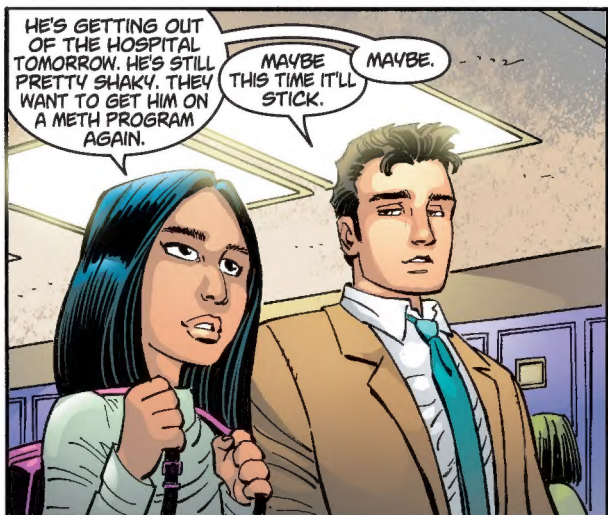
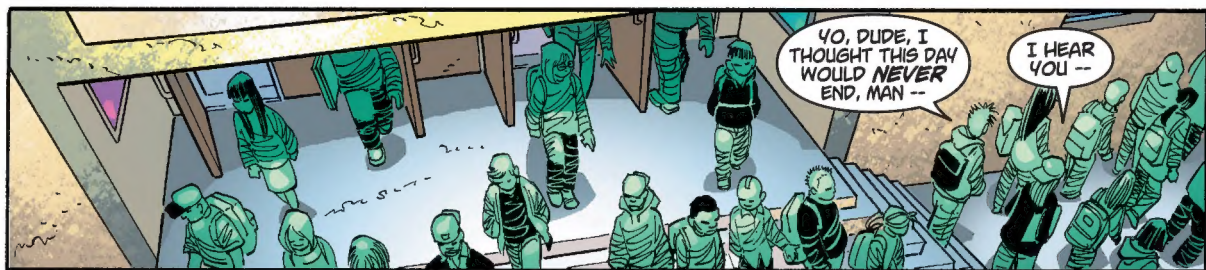




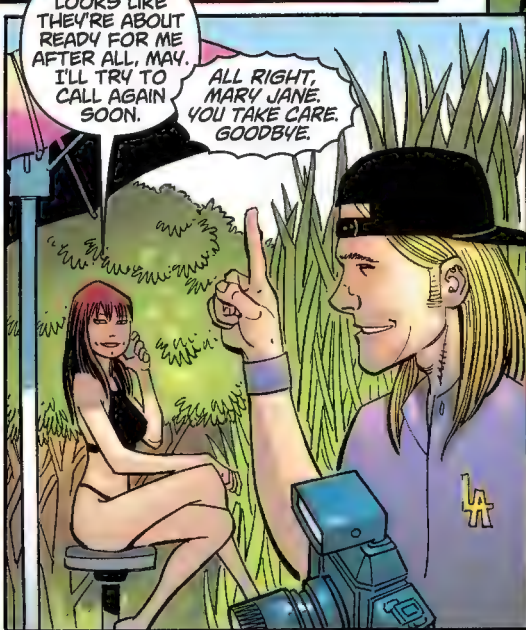
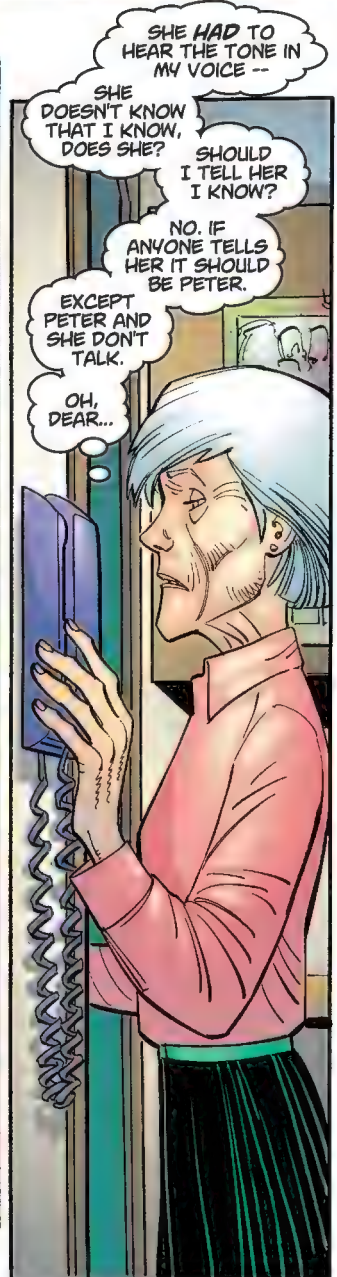
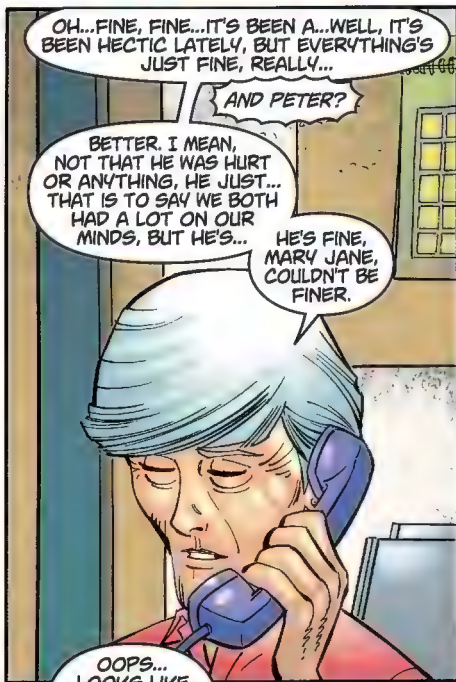
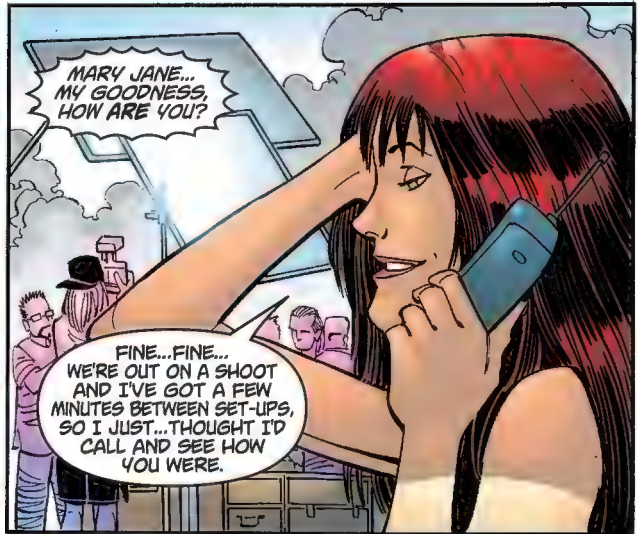




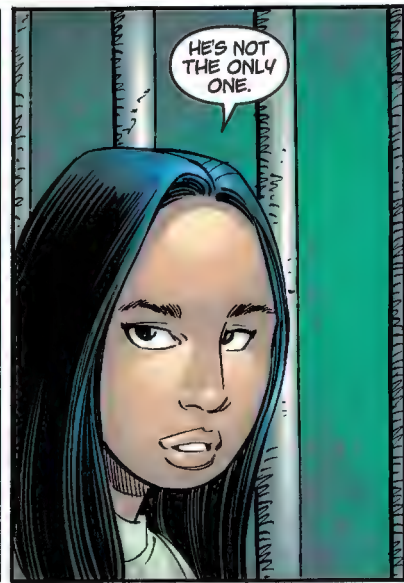
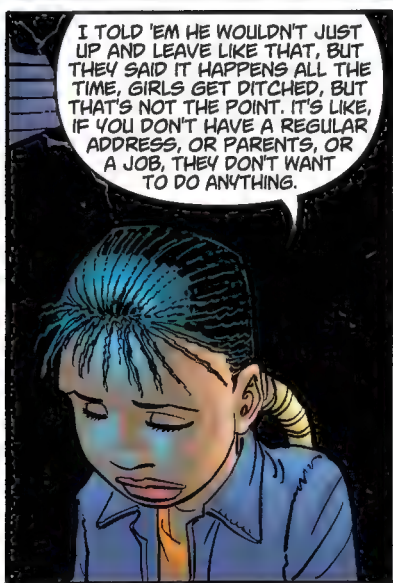
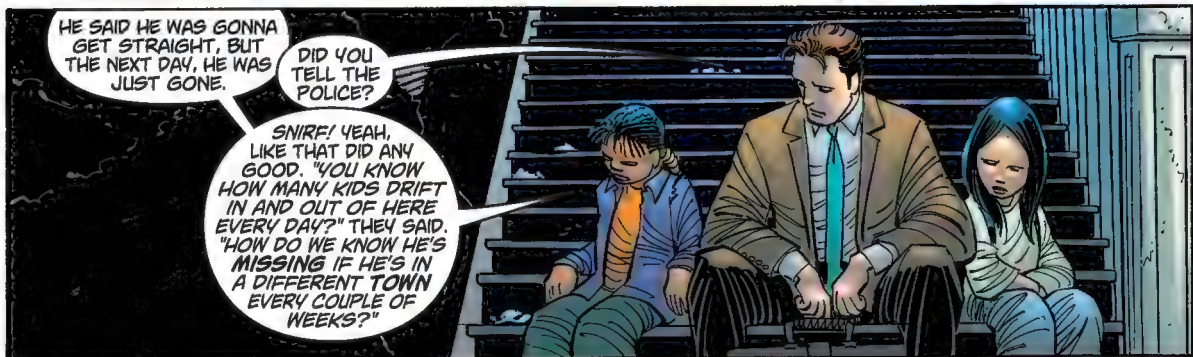




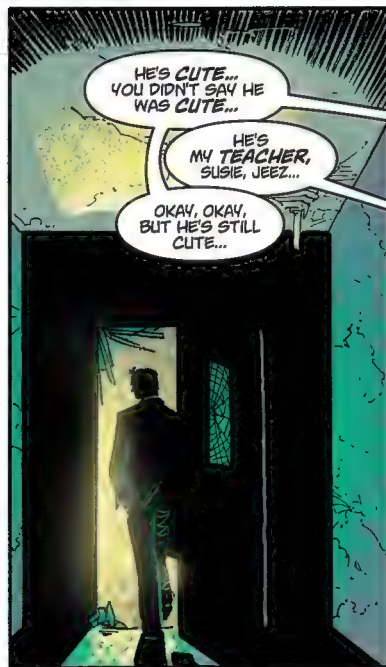
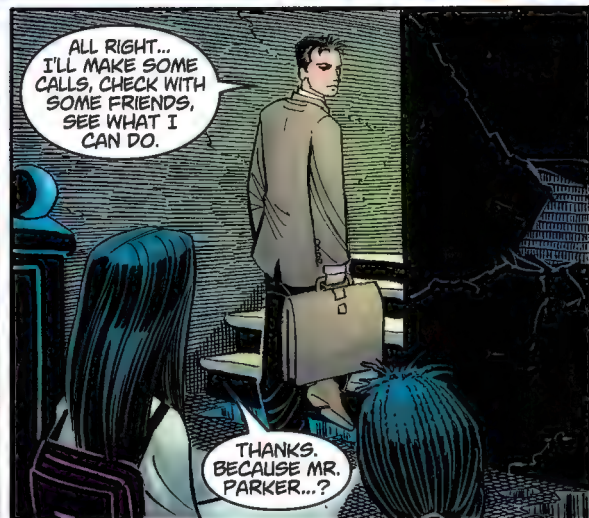
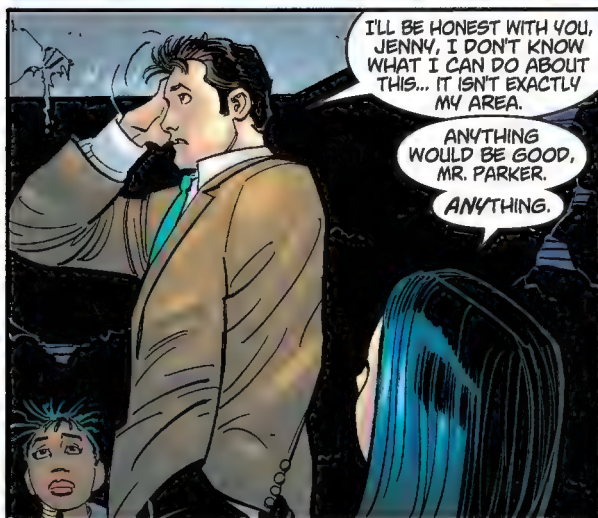














"...IN, U'KNOW,  
A DORKY SORT  
OF WAY."

U'KNOW...THERE  
ARE NIGHTS I  
JUST FEEL STUPID.

I MAKE THREE PHONE  
CALLS TO THE POLICE,  
AND I GET NOTHING,  
NADA. TWO CALLS TO  
SOCIAL WORKERS.  
MORE NADA.

OR WOULD  
THAT BE  
LESS NADA?

A WHOLE  
LOTTANADA?  
NADALOT?

NUTS.

HEY, LOIS,  
C'MON OUT ON  
THE FIRE ESCAPE,  
IT'S COOLER OUT  
HERE, I GOT  
POPCORN.

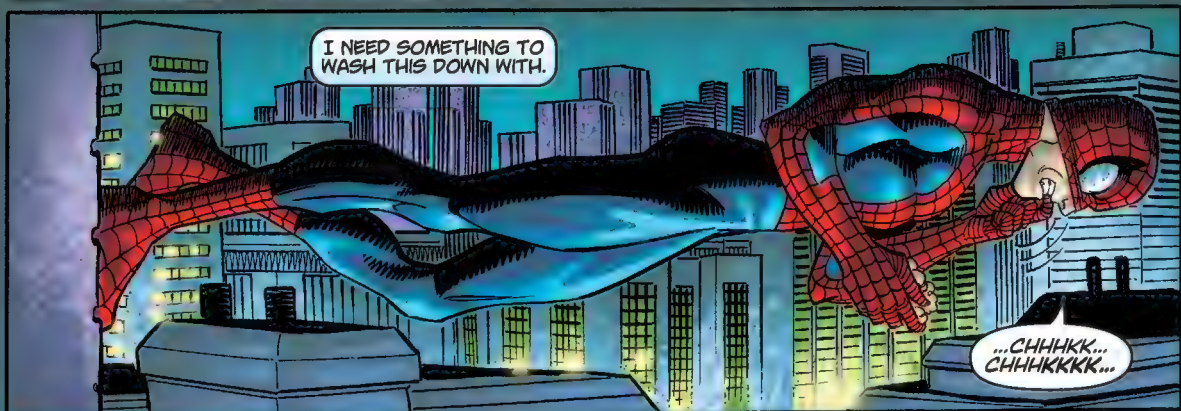
BUTTERED  
OR PLAIN?

BUTTERED.

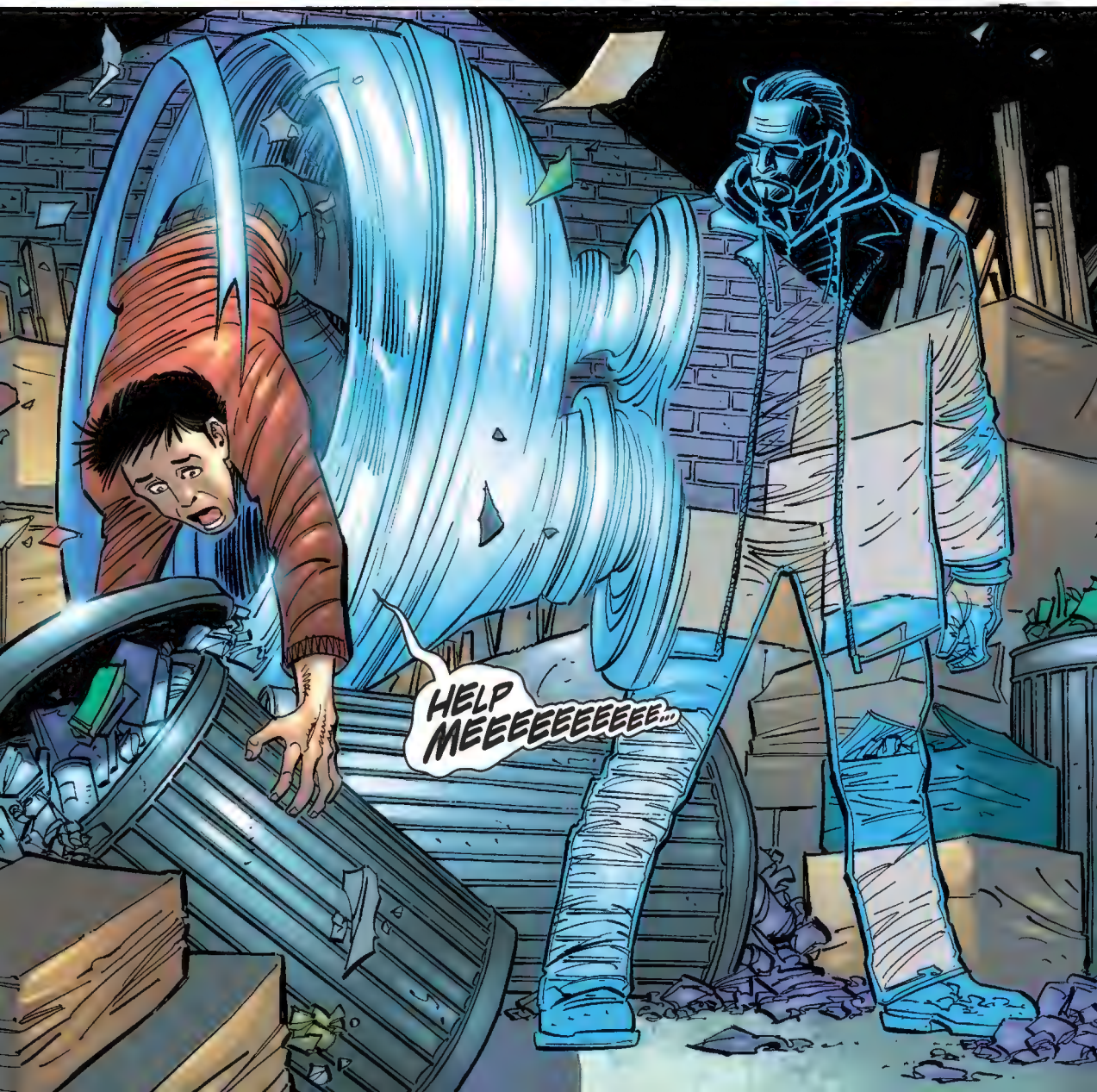
REAL  
BUTTER OR  
THAT FAKE  
STUFF?

REAL  
BUTTER.

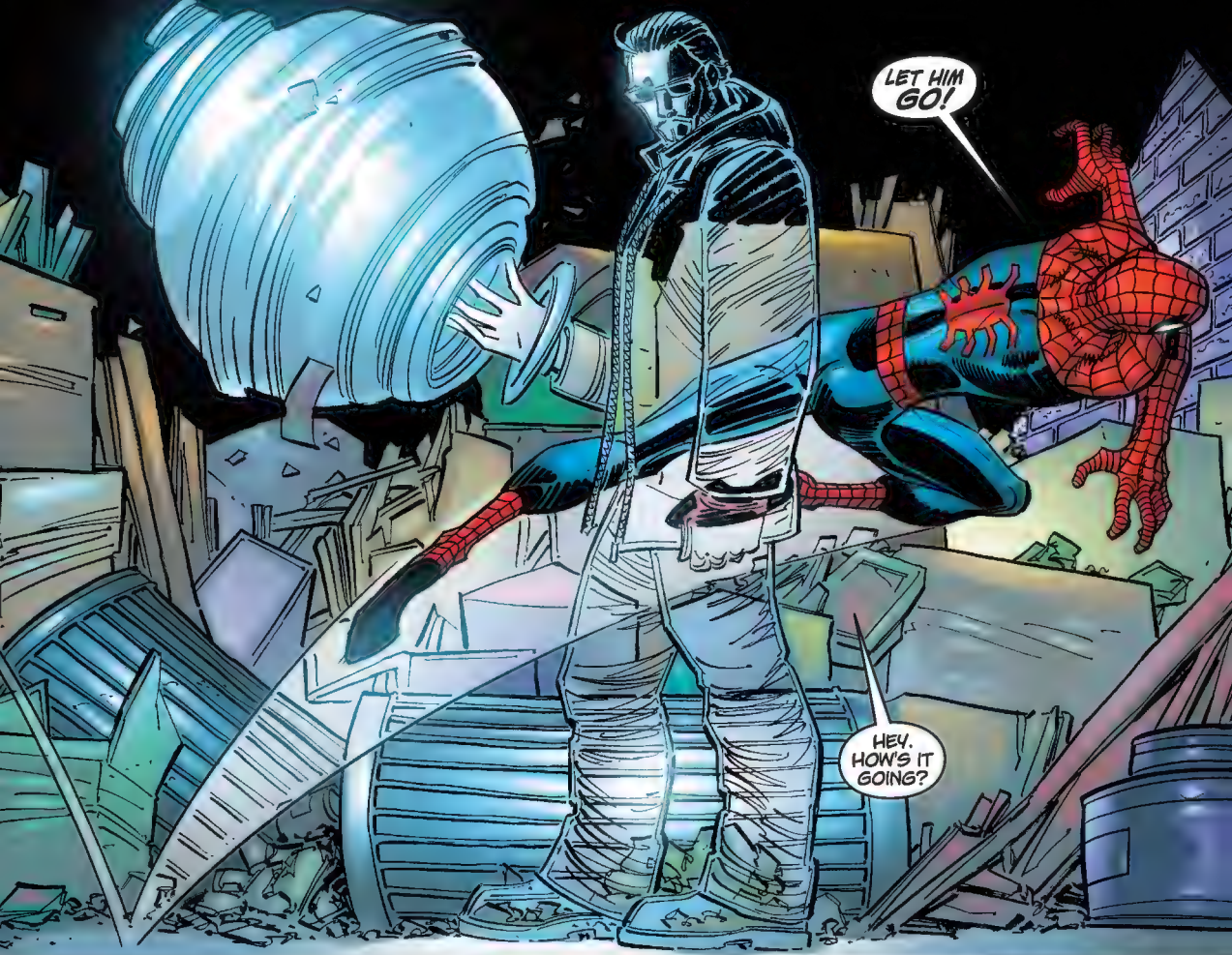








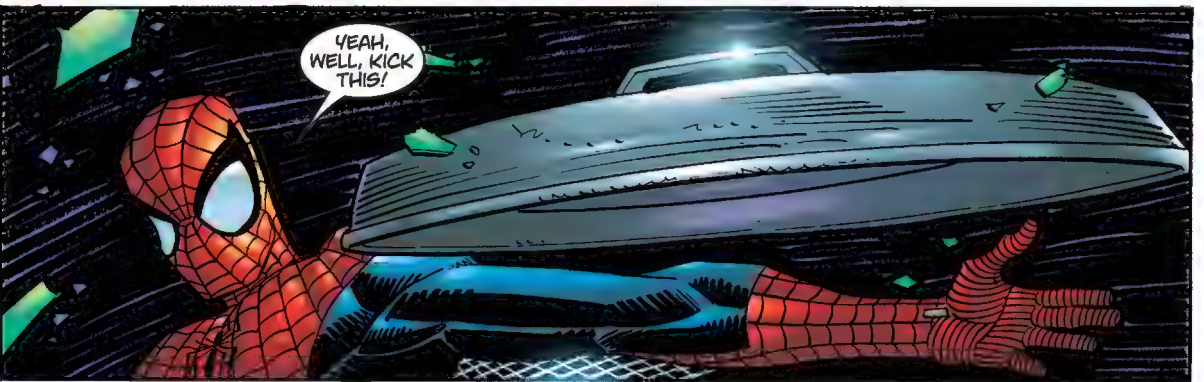




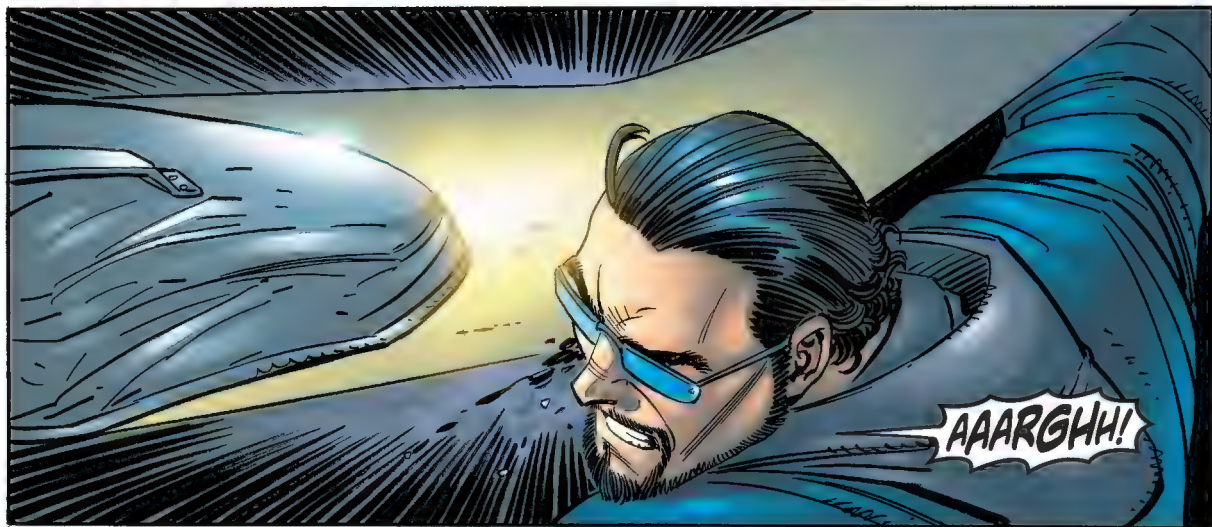
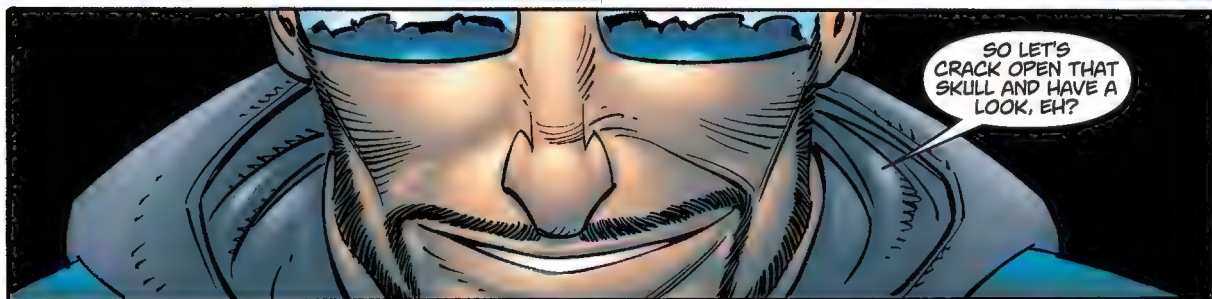
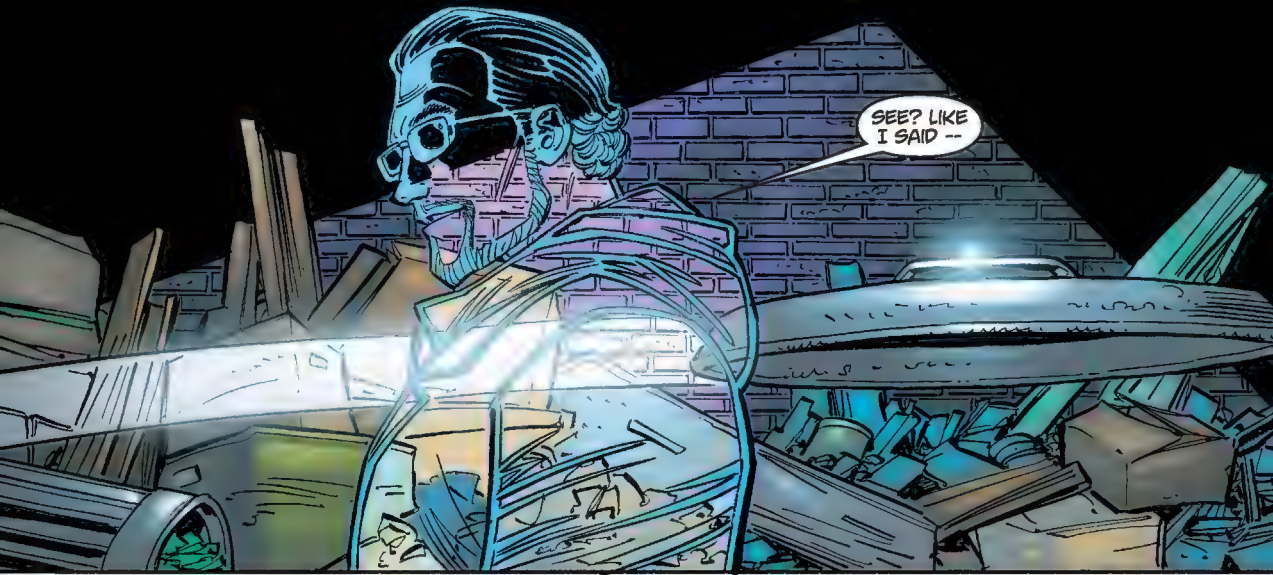




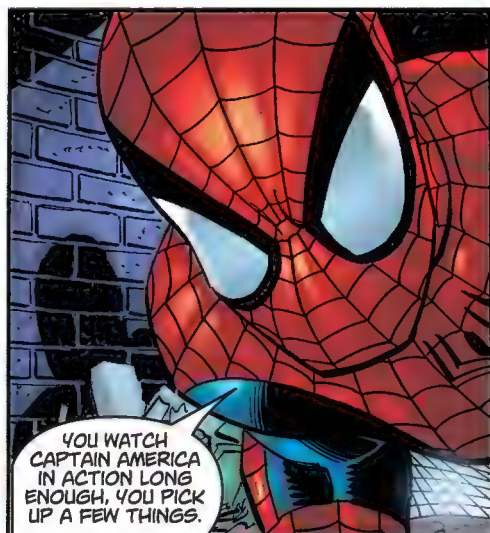
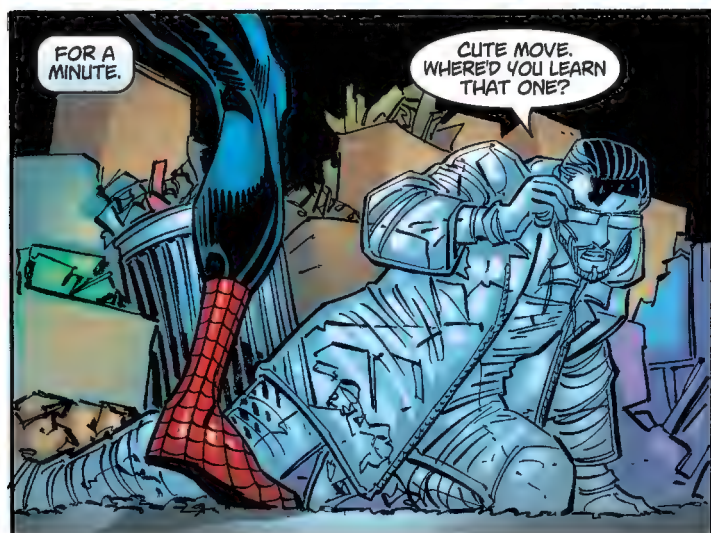




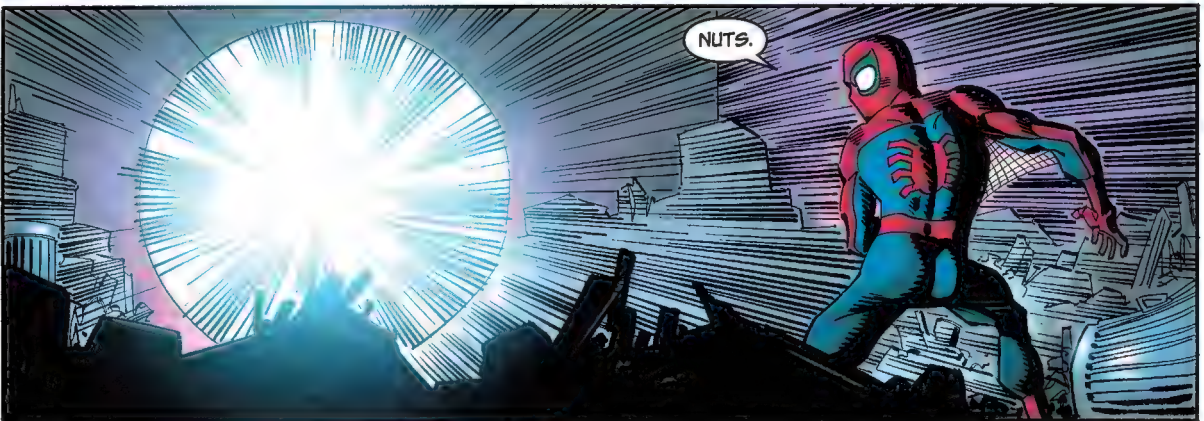














I SPEND THE NEXT TWENTY MINUTES CHECKING OUT EVERY INCH OF THE ALLEY. NO SIGN OF ANY DEVICES, NO INSTRUMENTATION, NO NOTHING. WHATEVER HE DID, HE DID IT ON HIS OWN.

BUT AT LEAST I KNOW MORE NOW THAN I DID AN HOUR AGO.



I KNOW SOMEBODY'S TAKING PEOPLE INTO WHAT LOOKS LIKE ANOTHER KIND OF SPACE. I KNOW THAT THERE'S SOME KIND OF QUID PRO QUO GOING ON HERE, AND THAT HE WAS IN STIR.



BETWEEN THAT AND THE BLACK STAR TATTOO, AT LEAST I'VE GOT SOMEWHERE TO START.



WHAT I DON'T HAVE IS WHAT HIS CONNECTION IS TO THE NEIGHBORHOOD, AND WHY MAINLY GO AFTER GUYS WHO'RE USERS?

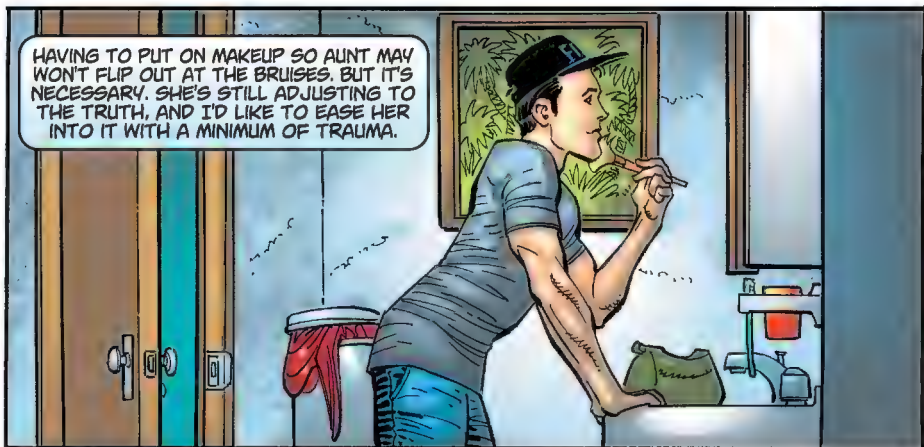


ONE THING AT A TIME, PETER. ONE THING AT A TIME.





THIS IS *SO* EMBARRASSING.



HAVING TO PUT ON MAKEUP SO AUNT MAY WON'T FLIP OUT AT THE BRUISES. BUT IT'S NECESSARY. SHE'S STILL ADJUSTING TO THE TRUTH, AND I'D LIKE TO EASE HER INTO IT WITH A MINIMUM OF TRAUMA.



HOW MANY SUPER HEROES HAVE TO WORRY ABOUT MATCHING THEIR SKIN TONE TO THE RIGHT FOUNDATION?

WELL, OKAY, THERE'S ALWAYS SHE-HULK.

GOOD THING I GOT TO SEE MJ PUTTING HERSELF THROUGH HER PACES EVERY MORNING. LOOKING FLAWLESS DOESN'T COME EASY.



NOT THAT SHE EVER NEEDED ANYTHING TO LOOK FLAWLESS TO ME.



**BRING**

COMING...

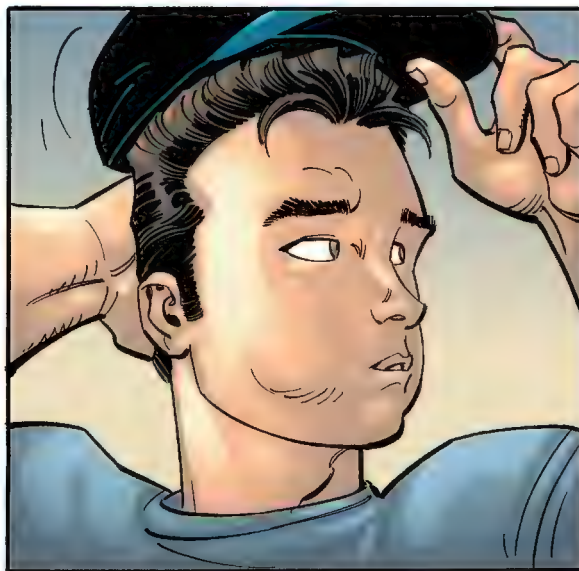


HEY, AND HOW'S THE PRETTIEST LADY THIS SIDE OF THE MONA LISA DOING TODAY?



FINE, PETER. YOU'RE LOOKING WELL.







M A R V E L C O M I C S

# the AMAZING SPIDER-MAN®



**MARVEL**

41

**STRACZYNSKI  
ROMITA JR  
HANNA**




# LOOKING BACK

J. MICHAEL STRACZYNSKI   JOHN ROMITA jr.   SCOTT HANNA  
writer   pencils   inks

DAN KEMP   RS & COMICRAFT's   WES ABBOTT   JOHN MIESEGAES  
colors   letters   assistant editor

AXEL ALONSO editor   JOE QUESADA editor in chief

BILL JEMAS president



THERE SEEMS TO BE SOME  
UNWRITTEN LAW THAT IF THERE  
ARE FIVE WAYS YOU CAN DO  
SOMETHING, THE WAY YOU LEAST  
WANT TO GO IS ALWAYS THE  
WAY YOU END UP GOING.

THE UNIVERSE  
HAS A MEAN  
SENSE OF HUMOR.

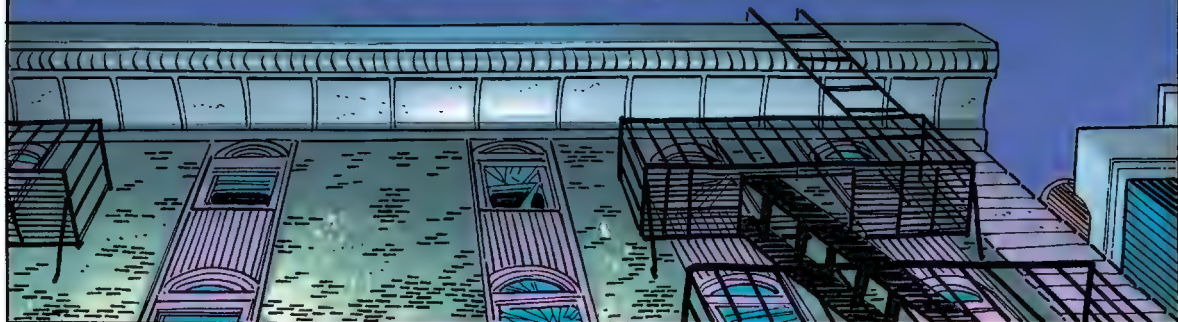
BUT AT LEAST  
WE GET TO MAKE  
OUR OWN HOURS.



NOT THAT I HAD MUCH TO GO ON IN THE FIRST PLACE ABOUT THE GUY WHO'S BEEN GRABBING DOWN-AND-OUTERS IN THE FIRST PLACE: BLACK STAR TATTOO, PROBABLY EX-CON, CALLS HIMSELF THE SHADE AND DOES A DISAPPEARING ACT THAT COULD SHAPE DAVID COPPERFIELD --

-- WHO I'VE ALWAYS FOUND A LITTLE CREEPY ANYWAY, PROBABLY SOMETHING ABOUT HIS HAIR, LOOKS LIKE HE'S GOT A DEMON LIVING ON TOP OF HIS HEAD --

-- BUT I COULDN'T FIND ANYTHING USEFUL ON ANY OF MY WEB SEARCHES.



HEH...SPIDER-MAN...WEB SEARCHES... THAT'S FUNNY. I SHOULD'VE TRADEMARKED THAT ONE. COULD'VE MADE A MINT.

WEB-CHATS, WEB-ZINES, WEB-BROWSERS, WEB-LINKS...



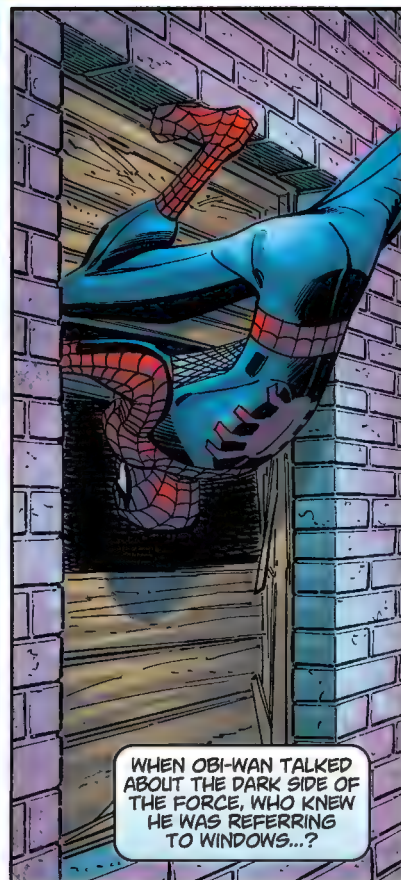
NAH...THEN I'D HAVE TO KEEP CHANGING MY NAME...SPIDEV98... SPIDEVME...SPIDEVXP... SPIDEVWHATDO YOU MEAN- I GOTTA UPGRADE AGAIN?

WITH ALL THAT WEBBING GOING ON, YOU'D THINK I'D BE BETTER LINKED.

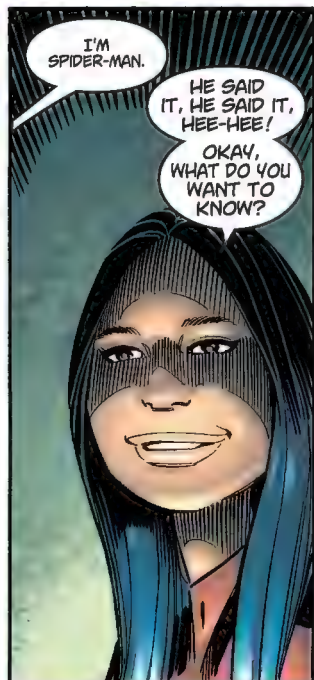
HEY, MAYBE BILL GATES NEEDS A WEB MASCOT...



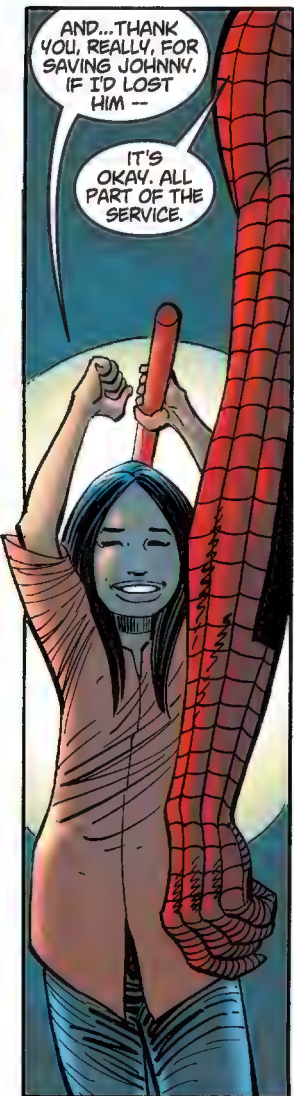
WHEN OBI-WAN TALKED ABOUT THE DARK SIDE OF THE FORCE, WHO KNEW HE WAS REFERRING TO WINDOWS...?











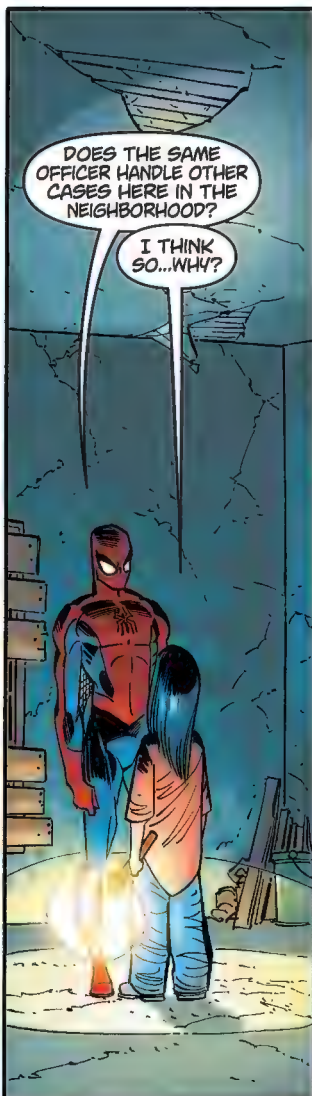
AND...THANK YOU, REALLY, FOR SAVING JOHNNY. IF I'D LOST HIM --

IT'S OKAY. ALL PART OF THE SERVICE.



I KNOW YOUR BROTHER'S BEEN POPPED BEFORE ON DRUG CHARGES...DOES HE HAVE A REGULAR YOUTH OFFICER ASSIGNED TO HIM?

YES --



DOES THE SAME OFFICER HANDLE OTHER CASES HERE IN THE NEIGHBORHOOD?

I THINK SO...WHY?



I NEED A NAME.



"LIEUTENANT WILLIAM LAMONT, 14TH PRECINCT."

"THANKS."



"I JUST HOPE I CAN GET TO THE BOTTOM OF THIS BEFORE ANYBODY ELSE IS TARGETED."





SO I GOT A GOOD ONE FOR YOU TODAY, LIEUTENANT.

GO AHEAD. HIT ME.

A RABBI, A NUN, AND A DUCK WALK INTO A BAR.

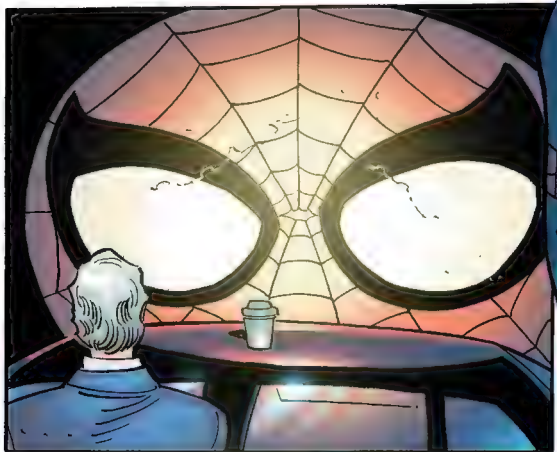


AND THE BARTENDER SAYS, "WHAT IS THIS, A JOKE?"

GET IT? WHAT IS THIS, A JOKE? 'CAUSE IT'S, Y'KNOW, LIKE EVERY JOKE SETUP IN THE WORLD, RIGHT?

G'NIGHT, PHIL...

HEY, ANYTIME, I'LL BE HERE 'TIL THURSDAY, TWO SHOWS A NIGHT...



SO... I'M SUPPOSED TO BE IMPRESSED?

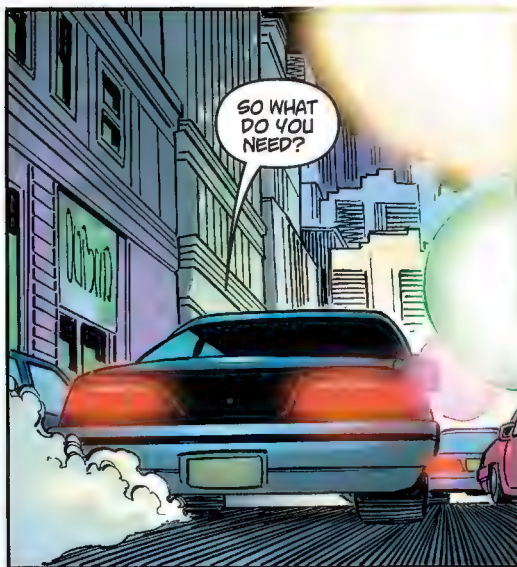
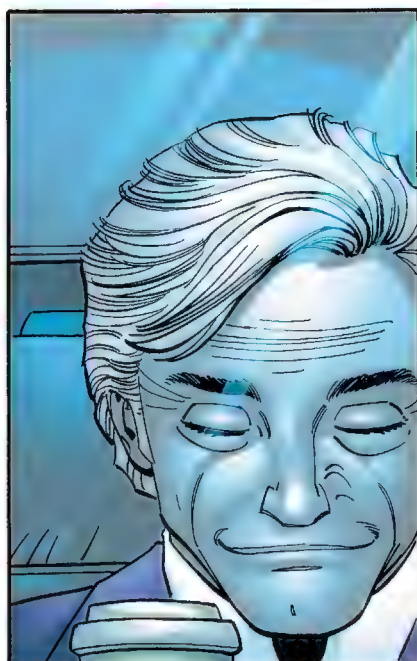


YOU LIKE IT? I COULD LOAN IT TO YOU IF YOU WANT.

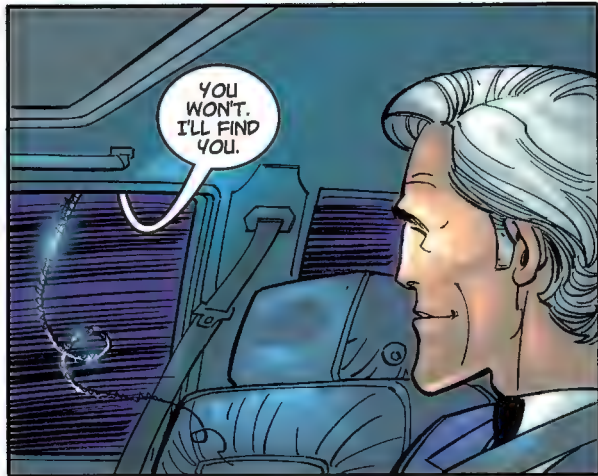
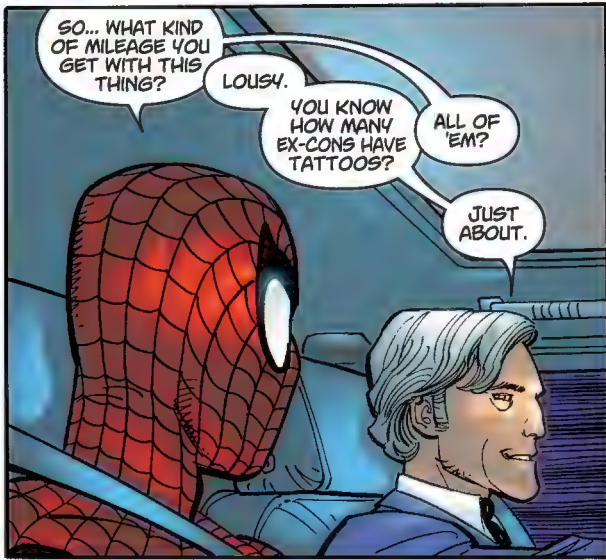
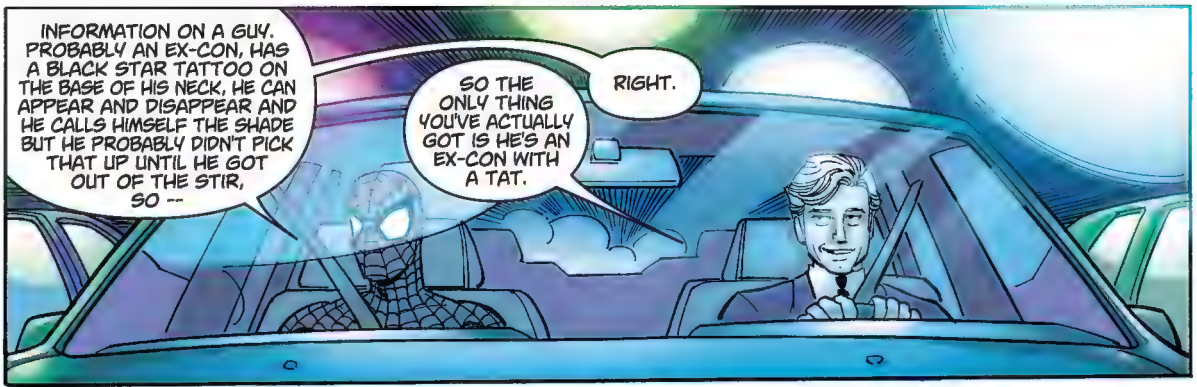
YEAH? THAT'D BE GREAT, THANKS, WE COULD PUT IT ON THE ROOF AND USE IT WHENEVER WE WANT YOU TO COME OVER SO WE CAN KICK THE CRAP OUTTA YOU.

YEAH, RIGHT, YOU AND WHAT THUNDER GOD...

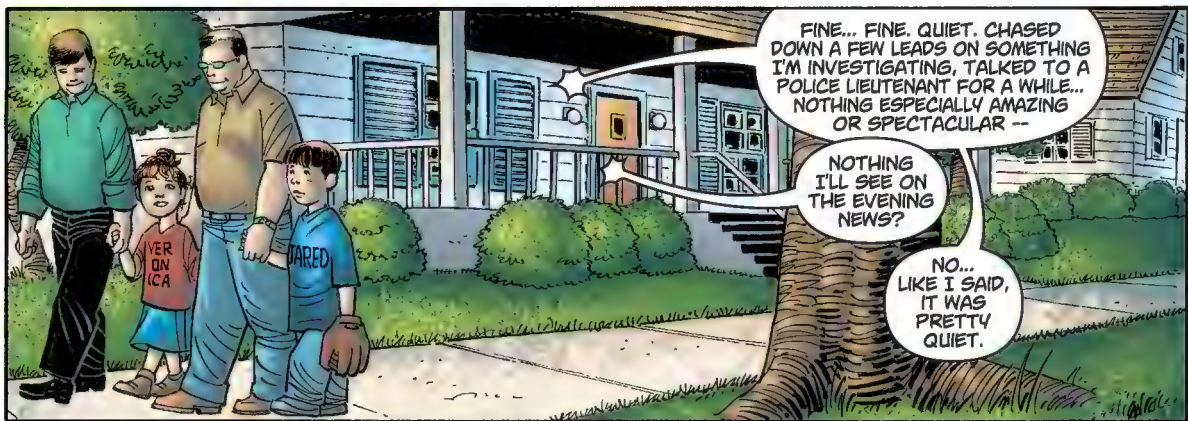












FINE... FINE. QUIET. CHASED DOWN A FEW LEADS ON SOMETHING I'M INVESTIGATING, TALKED TO A POLICE LIEUTENANT FOR A WHILE... NOTHING ESPECIALLY AMAZING OR SPECTACULAR --

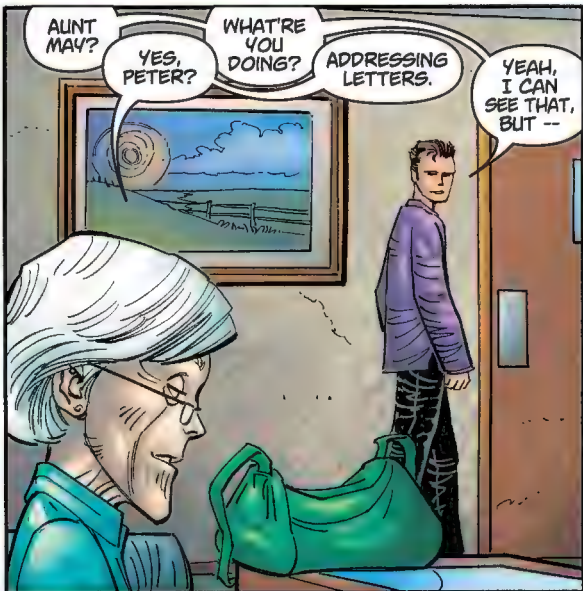
NOTHING I'LL SEE ON THE EVENING NEWS?

NO... LIKE I SAID, IT WAS PRETTY QUIET.



THAT'S GOOD. WELL, THERE'S A NICE ROAST SITTING IN THE OVEN. GO ON IN AND I'LL BE RIGHT THERE.

YOU GOT IT.



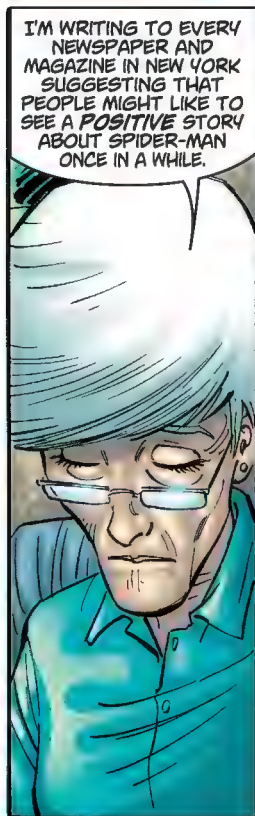
AUNT MAY?

YES, PETER?

WHAT'RE YOU DOING?

ADDRESSING LETTERS.

YEAH, I CAN SEE THAT, BUT --



I'M WRITING TO EVERY NEWSPAPER AND MAGAZINE IN NEW YORK SUGGESTING THAT PEOPLE MIGHT LIKE TO SEE A **POSITIVE** STORY ABOUT SPIDER-MAN ONCE IN A WHILE.



UHM... AUNT MAY --

I SENT THEM E-MAILS TOO, BUT I DON'T THINK ANYBODY REALLY PAYS ATTENTION TO E-MAILS, SO I THOUGHT I'D USE... OH, WHAT DID GORDON CALL IT?

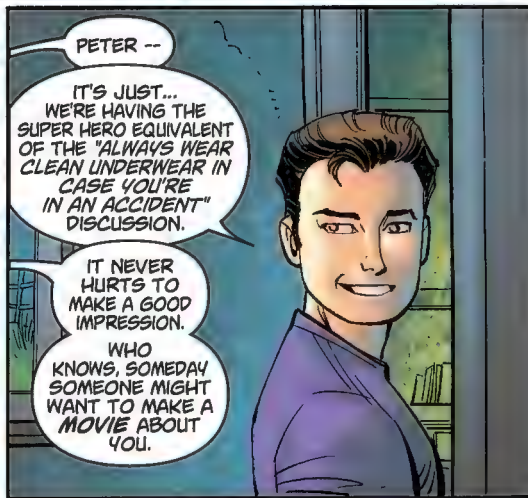
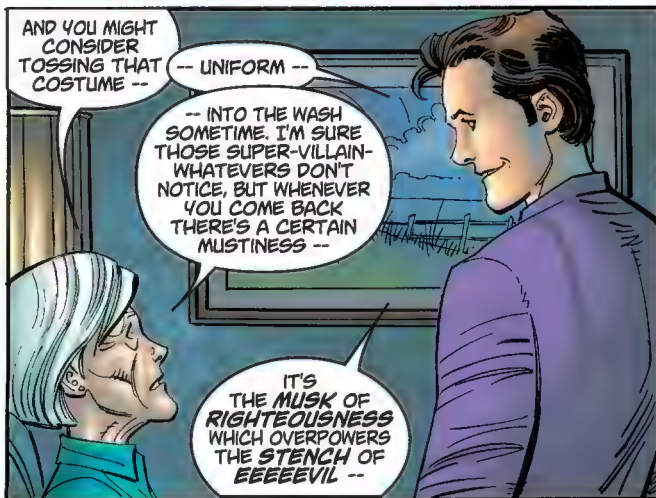
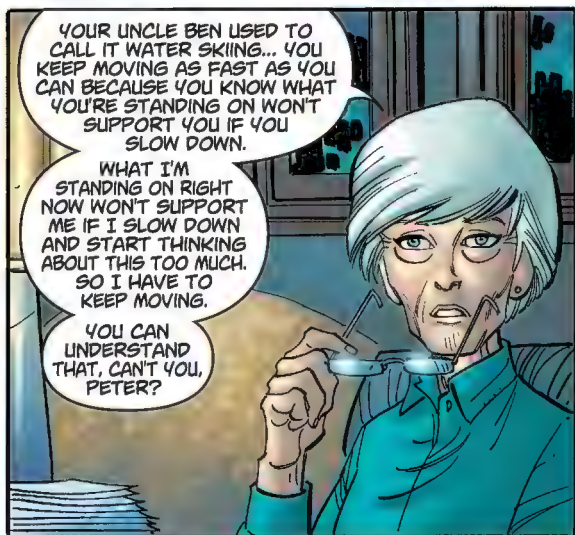
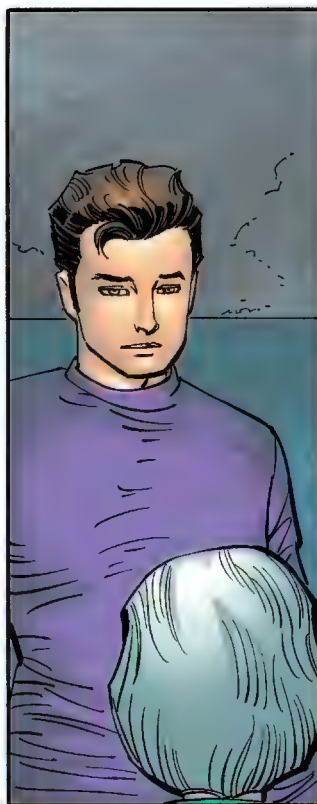
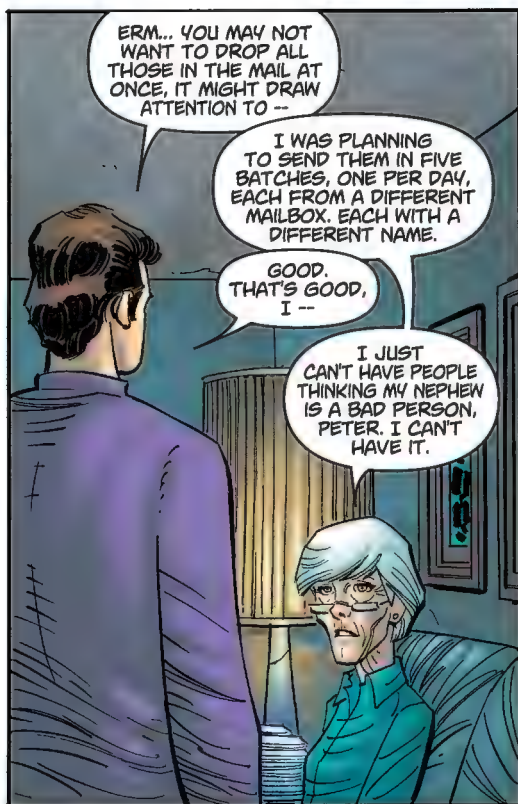
GORDON?



THE NICE COMPUTER BOY WITH THE RED HAIR THAT WORKS AT THE LIBRARY...

SNAIL MAIL. THAT WAS IT. SNAIL MAIL. WHAT AN ODD PHRASE...









YEAH, RIGHT, LIKE THAT'S GONNA HAPPEN.

ALL RIGHT, ALL RIGHT...

IT'S JUST I CAN NEVER REMEMBER IF IT'S WARM-WARM, WARM-COLD OR COLD-COLD, WHAT GETS BLEACH AND WHAT DOESN'T, TOO MUCH AND SUDDENLY I'M THE BEIGE SPIDER...

OH, AND PETER...?



YEAH?

MARY JANE CALLED TO CONFIRM THAT SHE'S FLYING IN ON TUESDAY. SHE'LL ONLY BE HERE FOR ONE NIGHT, SO SHE THOUGHT IT MIGHT BE BEST FOR YOU TO MEET HER AT THE AIRPORT, THAT WAY YOU CAN TALK ON THE WAY INTO TOWN.

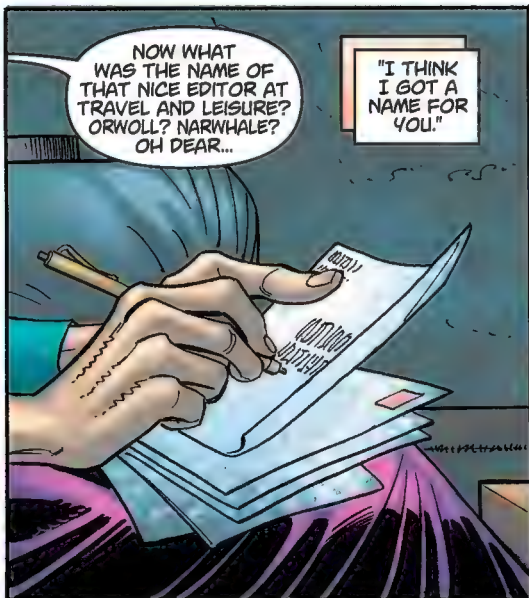


SHALL I TELL HER YOU'LL BE THERE?

YEAH... YOU CAN TELL HER I'LL BE THERE WITH BELLS ON.

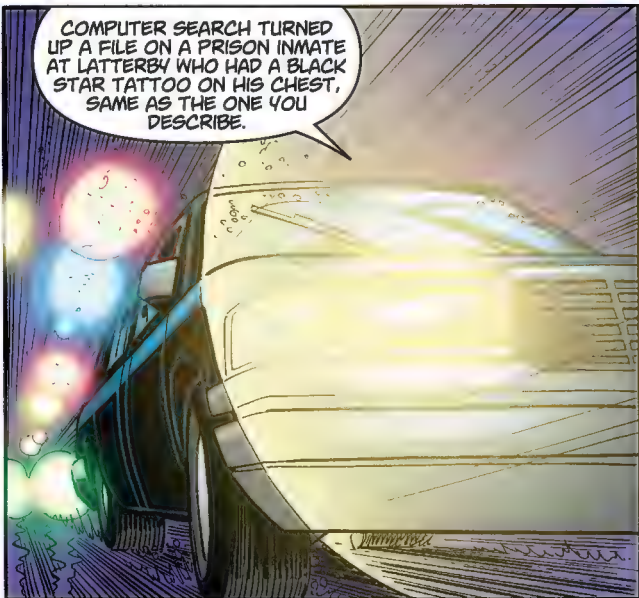


I'M SURE THAT WILL GO OVER NICELY WITH THOSE AIRPORT SECURITY SCANNERS.



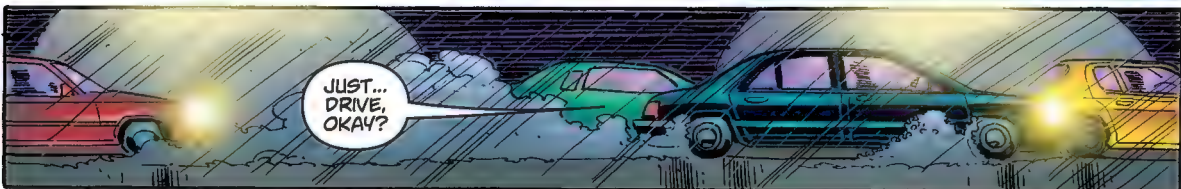
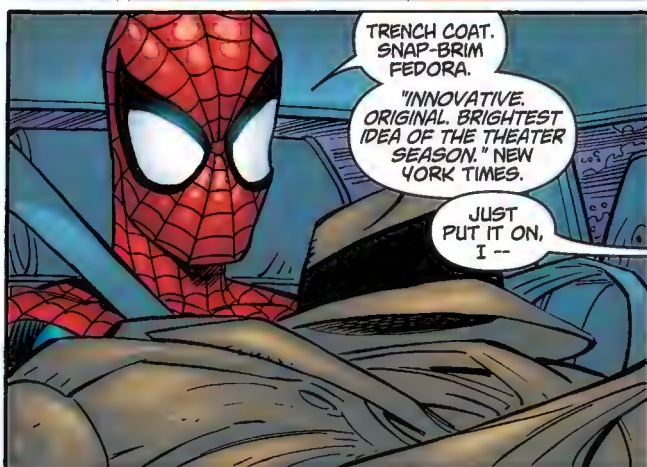
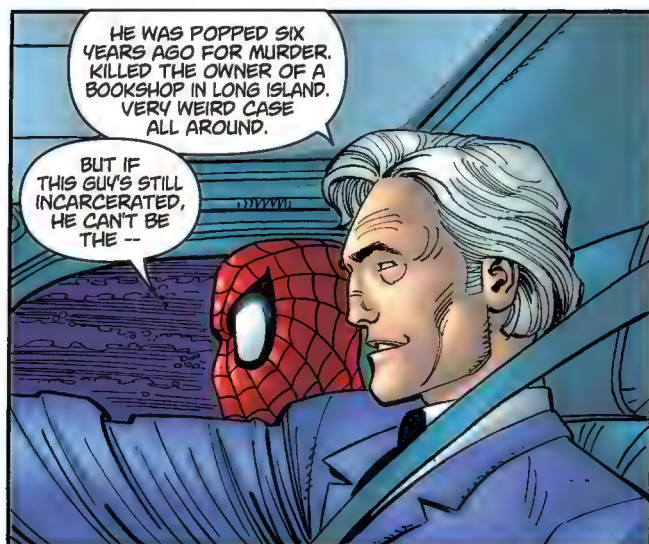
NOW WHAT WAS THE NAME OF THAT NICE EDITOR AT TRAVEL AND LEISURE? ORWELL? NARWHALE? OH DEAR...

"I THINK I GOT A NAME FOR YOU."



COMPUTER SEARCH TURNED UP A FILE ON A PRISON INMATE AT LATTERBY WHO HAD A BLACK STAR TATTOO ON HIS CHEST, SAME AS THE ONE YOU DESCRIBE.









"IT'S  
RIGHT THIS WAY,  
LIEUTENANT."



WHAT I DON'T GET IS  
HOW THIS GUY COULD BE  
THE SAME ONE I SAW  
RUNNING AROUND  
OUTSIDE.

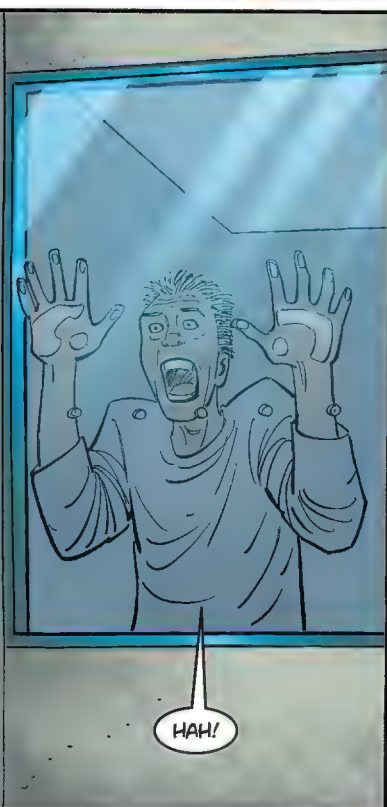
YOU  
SAID HE CAN  
COME AND GO  
AS HE LIKES, FADE  
IN AND FADE OUT,  
JUST LIKE ONE OF  
THOSE SCREEN-  
PLAYS --

THAT'S  
TRUE, SO I  
FOLLOW THE  
GETTING OUT  
OF HERE  
PART --



-- IT'S THE "WHY WOULD  
ANYBODY COME BACK"  
PART THAT'S GOT  
ME PUZZLED.

...SNIFF! HEY!  
HEY YOU! YOU  
SMELL ALL PRETTY.  
SMELL NICE. WANNA  
COME BE MY GIRLY  
GIRL, LITTLE  
PRETTY?



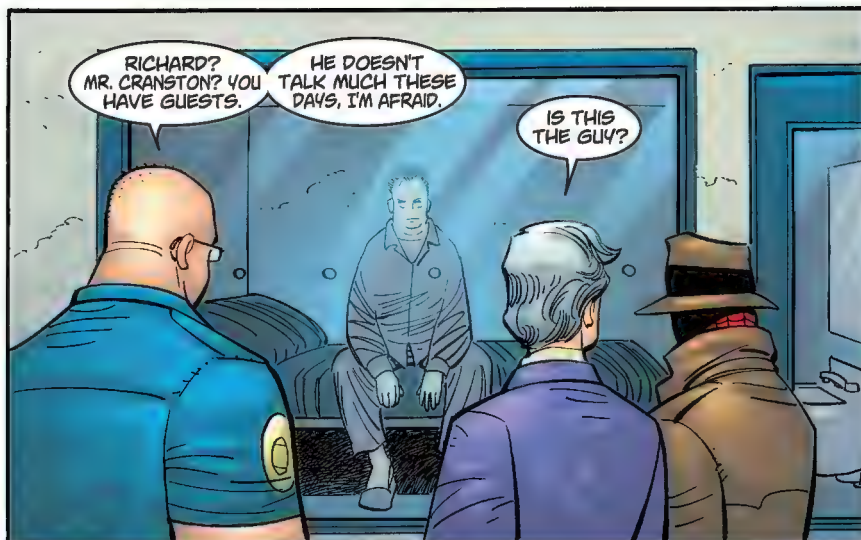
HAH!



...SOMEDAY THEY'LL  
MAKE A MOVIE...SOMEDAY  
THEY'LL MAKE A MOVIE...  
SOMEDAY THEY'LL MAKE  
A MOVIE...

HERE  
HE IS.

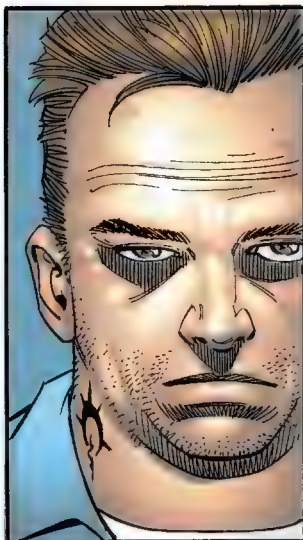




RICHARD?  
MR. CRANSTON? YOU  
HAVE GUESTS.

HE DOESN'T  
TALK MUCH THESE  
DAYS, I'M AFRAID.

IS THIS  
THE GUY?



NO.  
NOT EVEN  
CLOSE.

THEN WE'RE  
RIGHT BACK WHERE  
WE --

EXCEPT  
THAT'S NOT THE  
EXACT SAME  
TATTOO.

OH,  
THAT'S NOT A  
TATTOO.



IT'S A BURN. VERY UNUSUAL.  
NEVER QUITE SEEMS TO  
HEAL. I DON'T KNOW THE  
SIGNIFICANCE OF IT, ONLY  
THAT HE GOT IT WHILE STILL  
IN PRISON, SHORTLY  
BEFORE HE WAS  
COMMITTED.

HUH... THAT IS  
INTERESTING.

THAT MEAN  
SOMETHING  
TO YOU?



NOPE. IT'S JUST INTERESTING.  
CAN I GO INSIDE, SPEAK  
TO HIM?

SURE, I  
SUPPOSE, BUT  
I DON'T KNOW  
WHAT GOOD IT'LL  
DO YOU --



-- LIKE I SAID HE  
HASN'T DONE  
ANYTHING SINCE  
HE GOT HERE.

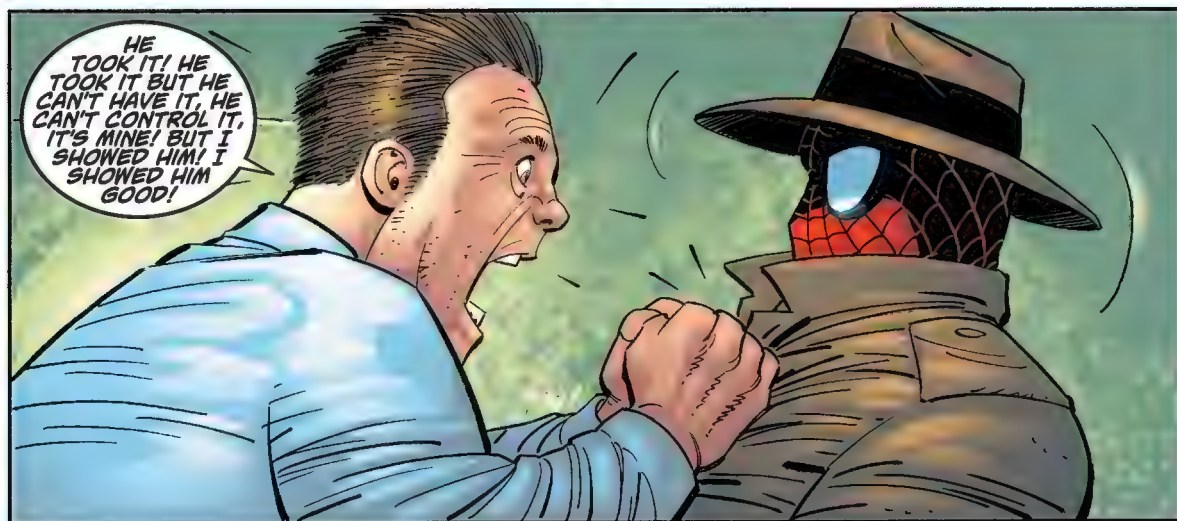
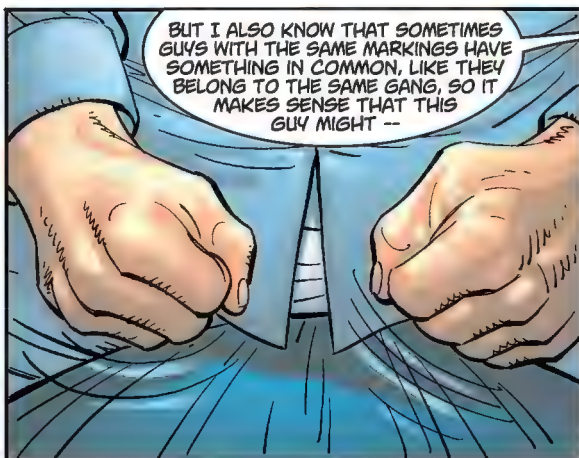
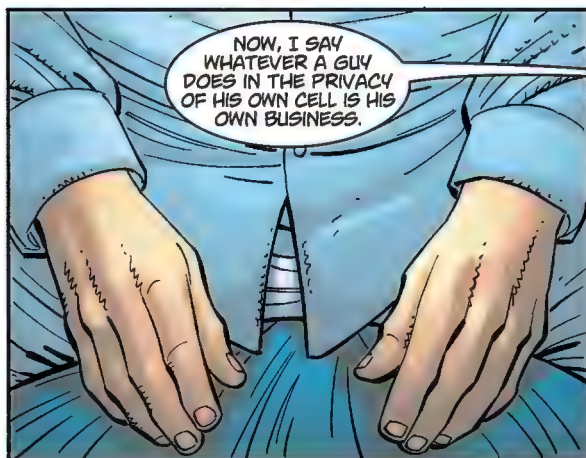
UH-  
OH...

WHAT?

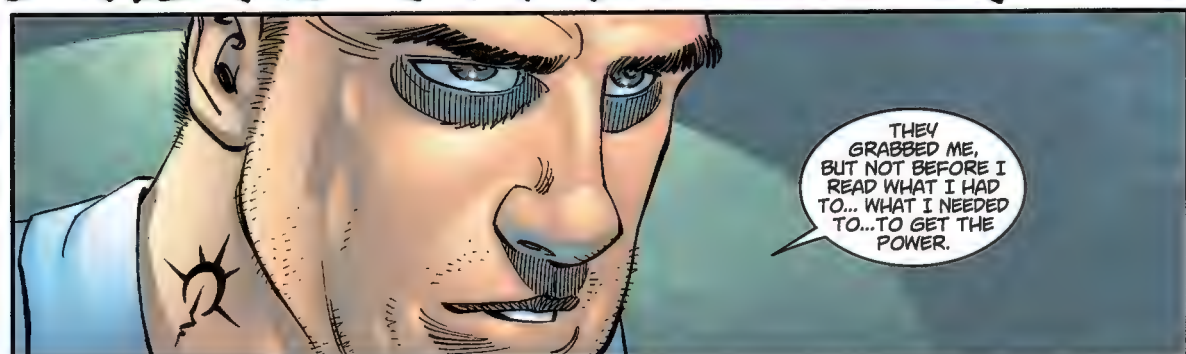
HE'S A  
CONGRESSMAN.

Y'KNOW, THIS  
WOULD PROBABLY BE  
A GOOD TIME FOR ME  
TO MENTION THAT  
I'M ARMED...





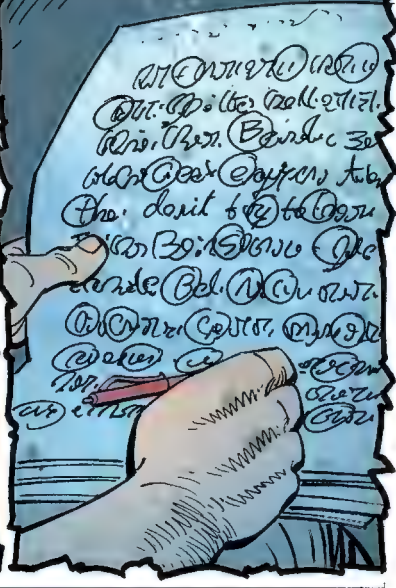






"THERE WERE SOME WORDS MISSING, WORN OUT, BUT I HAD FRIENDS... FRIENDS ON THE OUTSIDE WHO COULD FIGURE 'EM OUT --

"-- SO THEY SNUCK 'EM INTO LETTERS, CODED IN SENTENCES, SO I COULD FINISH THE SPELL.



"WHILE EVERYBODY ELSE WAS SECRETLY MAKING SHANKS IN THE METAL SHOP --

"-- I WAS MAKING THE ICON I NEEDED TO PERFORM THE RITUAL."



WHAT KIND OF RITUAL? WHAT WAS IT SUPPOSED TO DO?

GIVE ME THE POWER I NEEDED TO ESCAPE, TO GO ANYWHERE I WANTED, TAKE WHATEVER I WANTED, THROUGH THE PLACE IN-BETWEEN.

THE PLACE IN-BETWEEN...?

THE ASTRAL PLANE...





"I SPOKE THE SPELL.  
REACHED THE POINT OF  
NO RETURN. THEN --"

"THEN --"

THANKS FOR  
DOING THE  
HOMEWORK,  
BUDDY.

UHHNN!

JUST  
WHAT I NEED  
TO FINISH THE  
JOB AND GET  
MYSELF OUTTA  
HERE.

"HE STEPPED INTO THE  
PENTAGRAM... THE FORCES  
THAT OPEN THE ASTRAL  
PLANE BEGAN TO OPEN,  
TO TAKE HIM --"



"BUT I WASN'T GOING TO  
LET HIM GET AWAY WITH  
IT... IT WAS MINE... MINE!"

"MINE!"

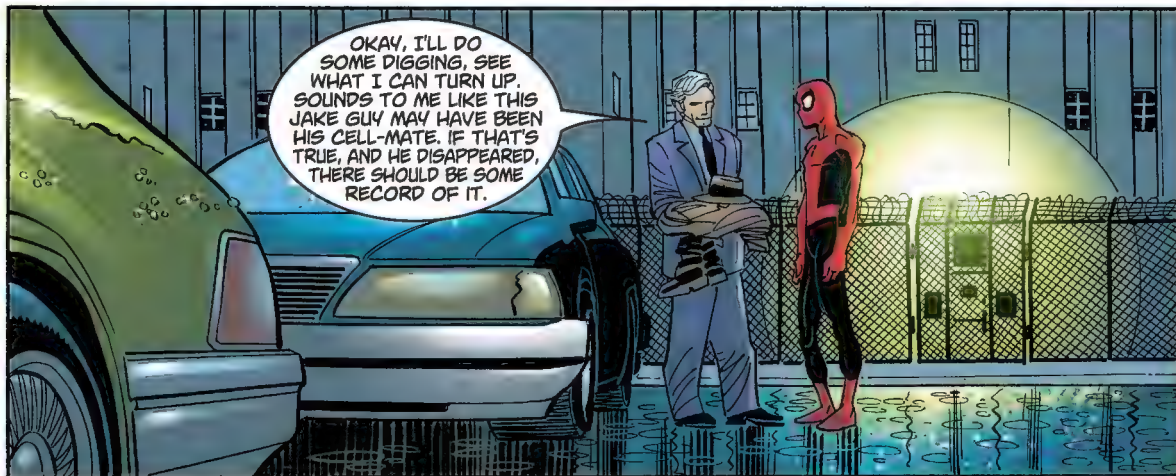
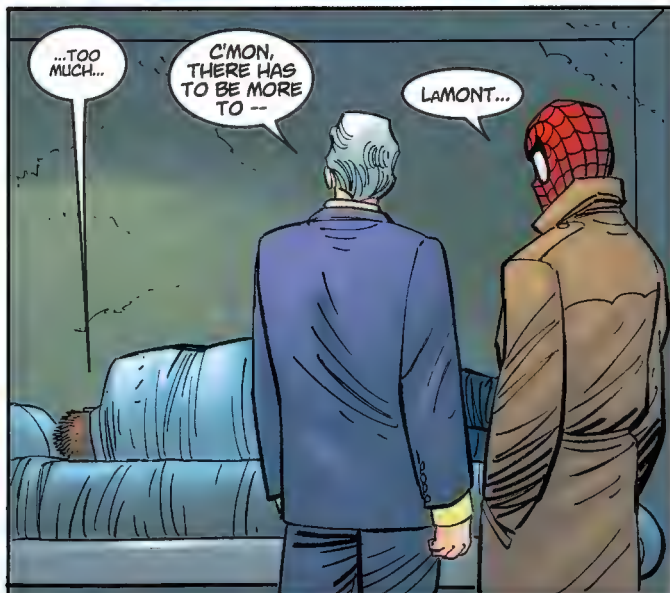
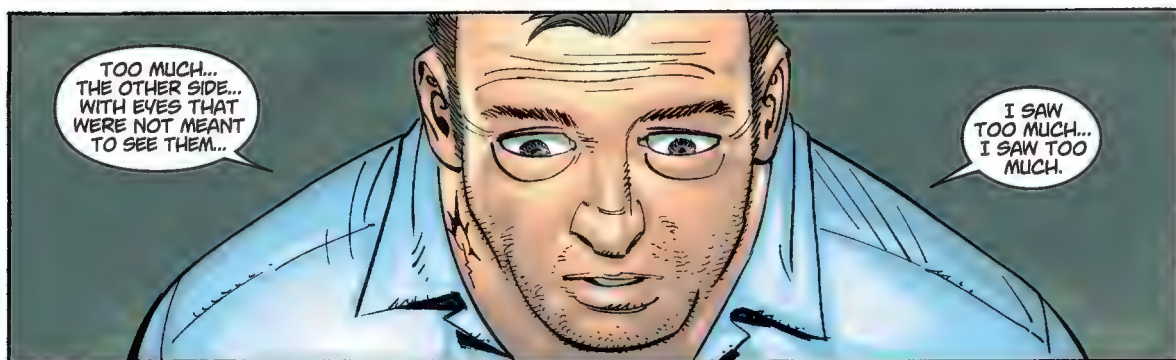
HELP ME!  
HELP MEEEEEEEEE!

"THE DOOR OPENED...  
BUT THE WAY WAS  
IMPERFECT... HE  
WAS IMPERFECT..."

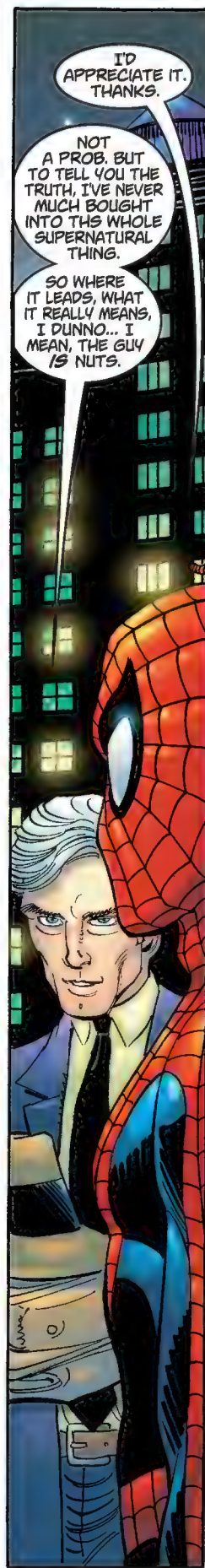
"AND AS IT CLOSED,  
I SAW... I SAW..."

"SAW WHAT,  
RICHARD?  
WHAT DID  
YOU SEE?"





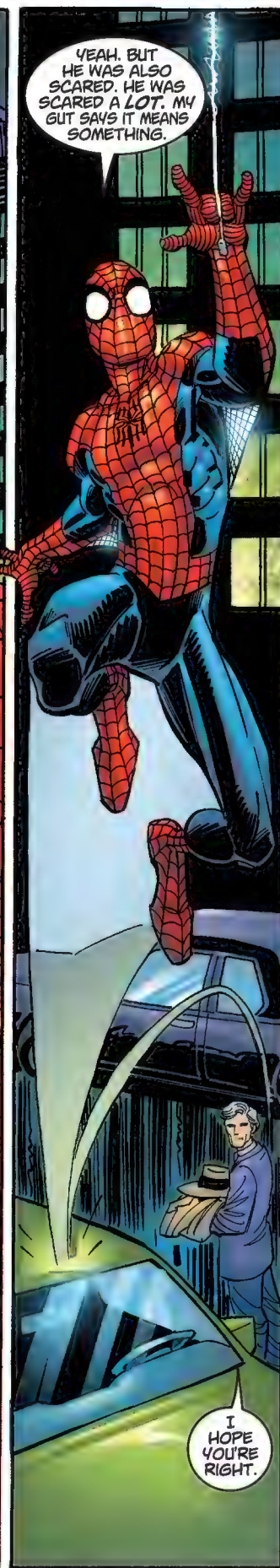




I'D APPRECIATE IT. THANKS.

NOT A PROB. BUT TO TELL YOU THE TRUTH, I'VE NEVER MUCH BOUGHT INTO THIS WHOLE SUPERNATURAL THING.

SO WHERE IT LEADS, WHAT IT REALLY MEANS, I DUNNO... I MEAN, THE GUY IS NUTS.



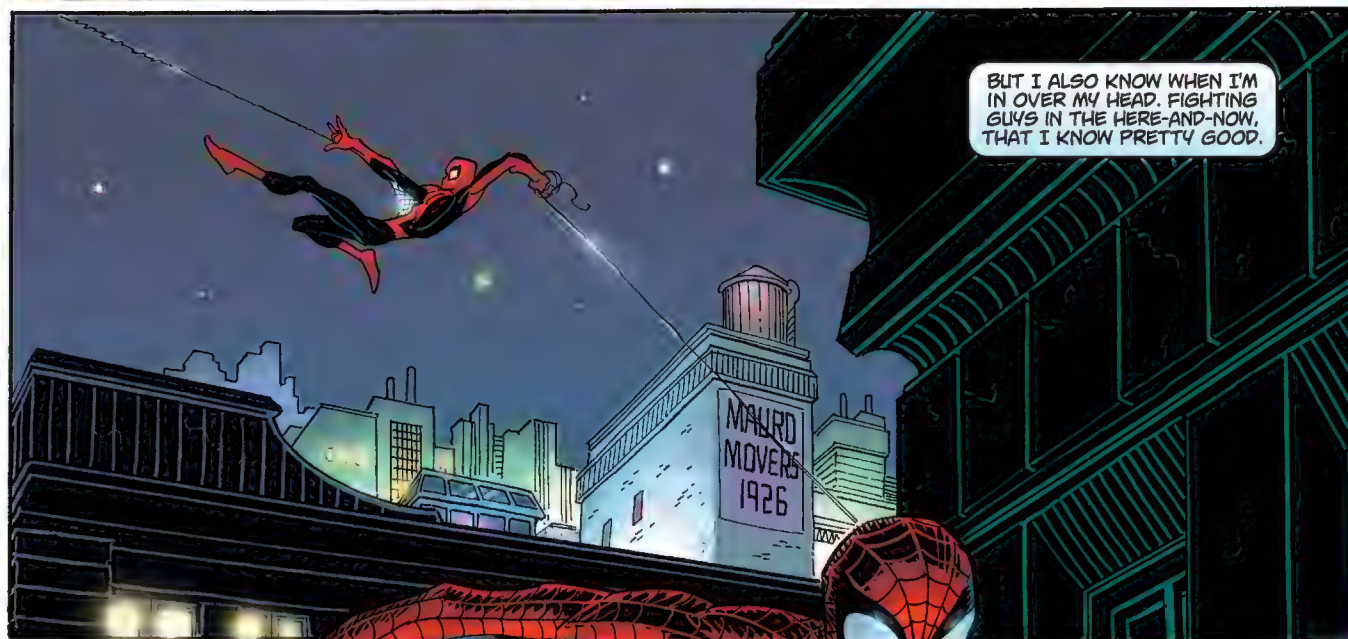
YEAH. BUT HE WAS ALSO SCARED. HE WAS SCARED A LOT. MY GUT SAYS IT MEANS SOMETHING.

I HOPE YOU'RE RIGHT.



I DON'T TELL HIM, BUT I HOPE THE SAME THING. IT'S THE ONLY LEAD WE'VE GOT, AND I DON'T WANT IT TO COME A-CROPPER.

THERE'S A CONNECTION HERE. I KNOW IT.



BUT I ALSO KNOW WHEN I'M IN OVER MY HEAD. FIGHTING GUYS IN THE HERE-AND-NOW, THAT I KNOW PRETTY GOOD.



BUT WHEN YOU START TALKING ASTRAL PLANES AND SPELLS AND MAGIC BOOKS, THAT'S A BIT OUTSIDE MY LEAGUE.



SO LIKE AUNT MAY SAYS, WHENEVER YOU'VE GOT AN UNEXPLAINED AILMENT... GO SEE A DOCTOR.



**KNOCK KNOCK**



A comic book panel showing Spider-Man on the left, seen from the back, wearing his iconic red and blue suit with the spider emblem on his back. He is looking towards Doctor Doom on the right. Doctor Doom is standing in a doorway, wearing his red cape and armor, with a serious expression. The background is a simple doorway with a yellowish light.

HEY,  
DOC, HOW'S IT  
GOING?

**TO BE CONTINUED!**



M A R V E L<sup>®</sup> C O M I C S

# *the* AMAZING SPIDER-MAN<sup>®</sup>

**MARVEL**

42

**STRACZYNSKI  
ROMITA JR  
HANNA**

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# A STRANGE TURN OF EVENTS

"SO THERE'S THIS  
GUY, CALLS HIMSELF  
THE SHADE --

"GRABBING RUNAWAYS  
AND OTHER STREET  
TYPES, MANY OF THEM  
USERS, AND BLIPPING  
THEM TO THE  
ASTRAL PLANE --

"WHICH I ONLY KNOW BECAUSE  
I HEARD IT FROM THE CONVICT  
WHO WAS ABOUT TO USE THESE  
POWERS AS A GET OUT OF JAIL FREE  
CARD WHEN THIS GUY SWOOPED IN  
AND GRABBED THE POWER --

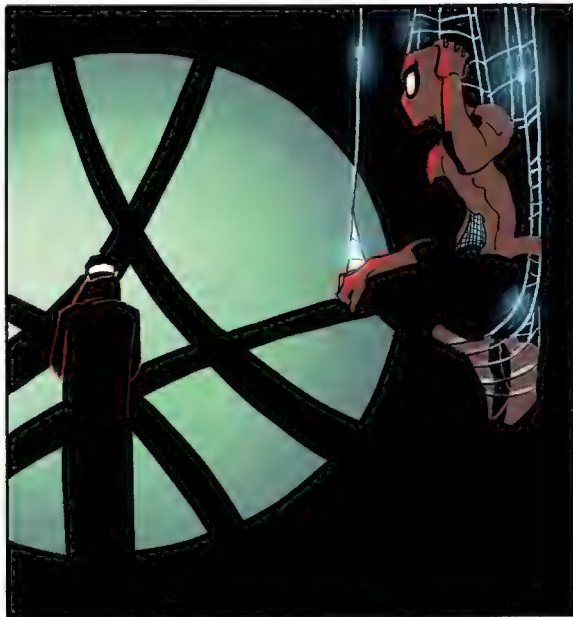
"ONLY THE PROCESS  
WAS MESS'D UP,  
AND THE GUY WAS  
MESS'D UP WITH IT --

"--AND THAT'S WHEN  
I DECIDED TO  
COME TO YOU."

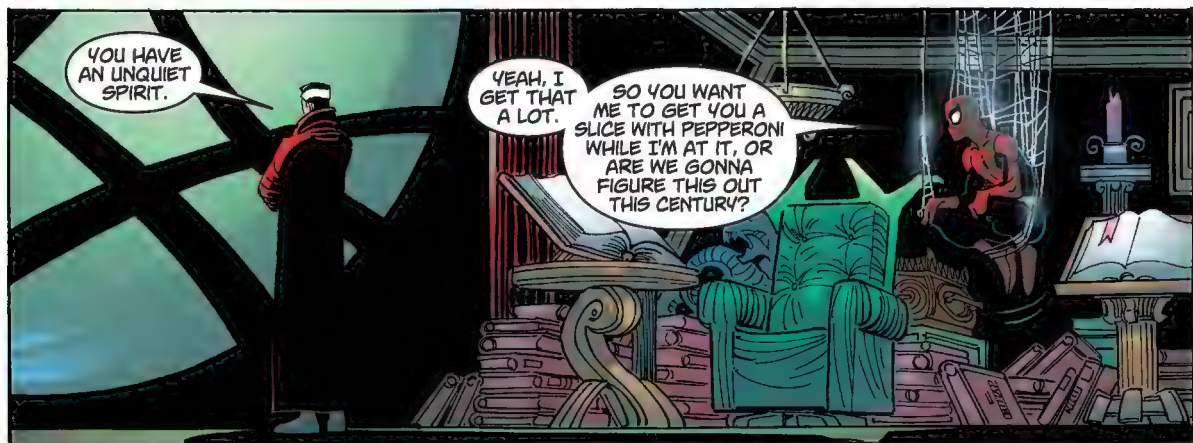
JOHN  
MIESEGAES  
assistant  
editor  
AXEL  
ALONSO  
editor  
JOE  
QUESADA  
chief  
BILL  
JEMAS  
president

J. MICHAEL  
STRACZYNSKI  
words  
JOHN ROMITA jr  
pictures  
SCOTT HANNA  
inks  
DAN KEMP  
colors  
RS & COMICRAFT's  
WES ABBOTT  
letters









YOU HAVE AN UNQUIET SPIRIT.

YEAH, I GET THAT A LOT.

SO YOU WANT ME TO GET YOU A SLICE WITH PEPPERONI WHILE I'M AT IT, OR ARE WE GONNA FIGURE THIS OUT THIS CENTURY?



ONE DOES NOT ENTER THE ASTRAL PLANE UNPREPARED. IF THE ONE YOU CALL THE SHADE DID NOT PREPARE HIMSELF, AND IF THE SPELL OF ENTRY WAS DISRUPTED, THE GATEWAY TO THE ASTRAL PLANE WOULD HAVE BEEN DAMAGED. THE CONSEQUENCES FOR ANYONE PASSING THROUGH A FLAWED GATEWAY WOULD BE DIRE INDEED.



FOR ALL THINGS, THERE MUST BE A BALANCE. IT MAY BE THAT, IN ORDER TO RETURN HERE FOR ANY PERIOD OF TIME, HE MUST BALANCE THE SCALES BY BRINGING SOMEONE FROM HERE INTO THE ASTRAL PLANE, ALLOWING HIM TO FUNCTION IN THIS REALITY FOR A SET PERIOD OF TIME.



THAT'S WHY HE'S GOING AFTER RUNAWAYS, STREET KIDS AND USERS... PICKING PEOPLE NOBODY'S GONNA MISS.

EXACTLY.

OKAY, SO NOW THAT WE KNOW WHAT WE'RE UP AGAINST, WHEN DO WE GO AFTER HIM?



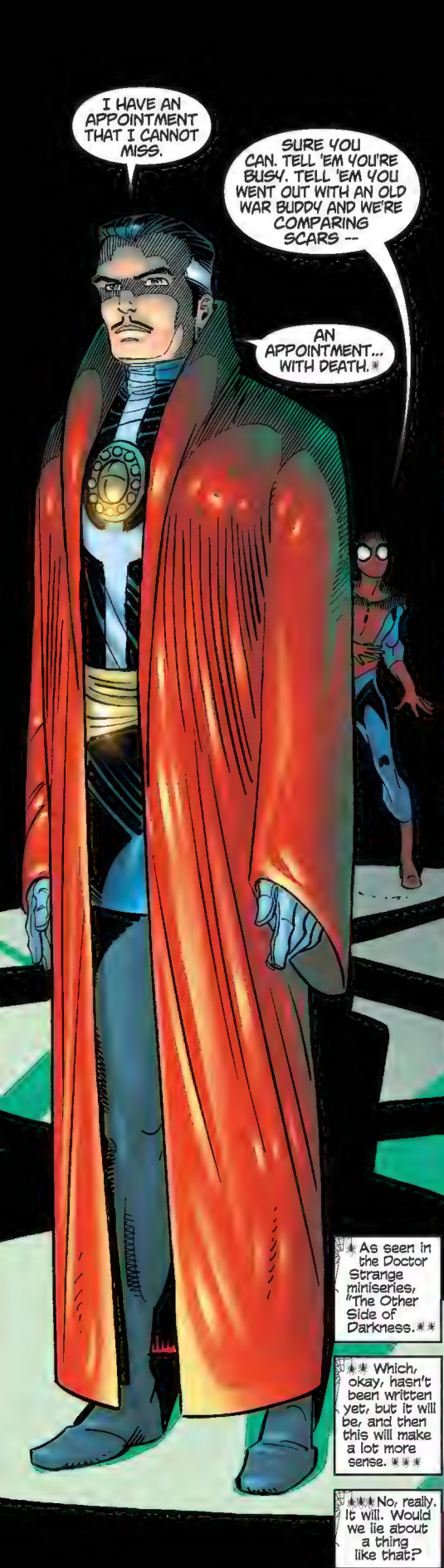
WE DON'T. YOU DO.

WHAT DO YOU MEAN, WE DON'T? I MEAN, YOU'RE LIKE THE SORCERER'S MONTHLY FOLD-OUT FOR THE ASTRAL PLANE. YOU LIKE FUZZY ANIMALS AND SAVING WORLDS AND YOUR TURN-OFFS ARE RUDE PEOPLE AND GUYS WITH MOIST, GRABBY TENTACLES --

-- WHICH IS MOST GUYS, NOW THAT I THINK ABOUT IT --

I'M SORRY.





I HAVE AN APPOINTMENT THAT I CANNOT MISS.

SURE YOU CAN. TELL 'EM YOU'RE BUSY. TELL 'EM YOU WENT OUT WITH AN OLD WAR BUDDY AND WERE COMPARING SCARS --

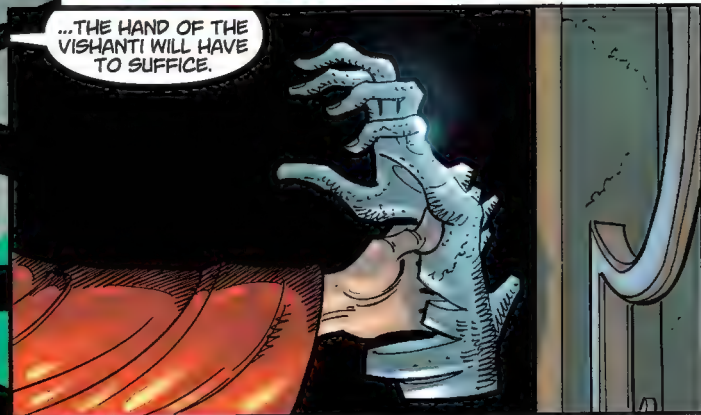
AN APPOINTMENT... WITH DEATH.\*



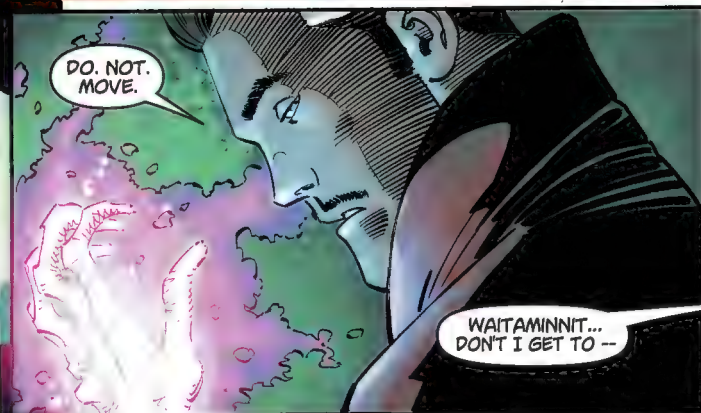
OKAY. YOU GOT ME ON THAT ONE. WHAT DO I HAVE TO DO?



THE EYE OF AGAMOTTO WOULD BE SUFFICIENT TO GUIDE YOU INTO THE ASTRAL PLANE AND RETURN YOU SAFELY TO THE WORLD YOU KNOW, BUT I HAVE NEED OF ITS POWERS. SO INSTEAD...



...THE HAND OF THE VISHANTI WILL HAVE TO SUFFICE.



DO. NOT. MOVE.

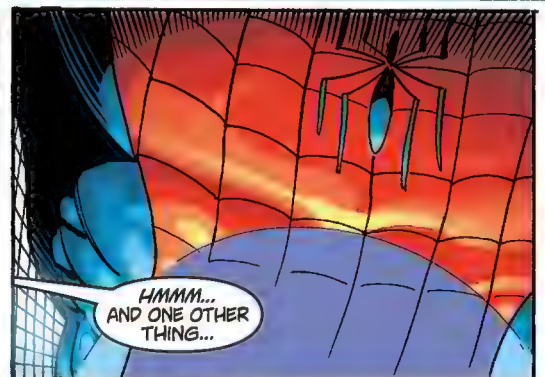
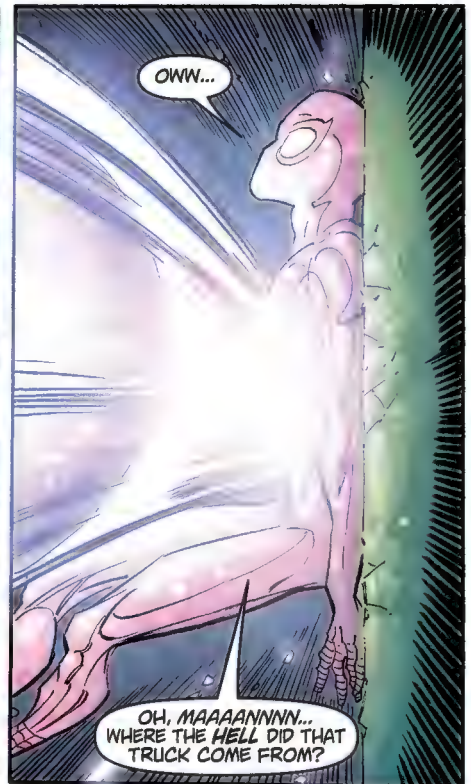
WAITAMINNT... DON'T I GET TO --

\* As seen in the Doctor Strange miniseries, "The Other Side of Darkness."\*

\*\* Which, okay, hasn't been written yet, but it will be, and then this will make a lot more sense. \*\*

\*\*\* No, really. It will. Would we lie about a thing like that?







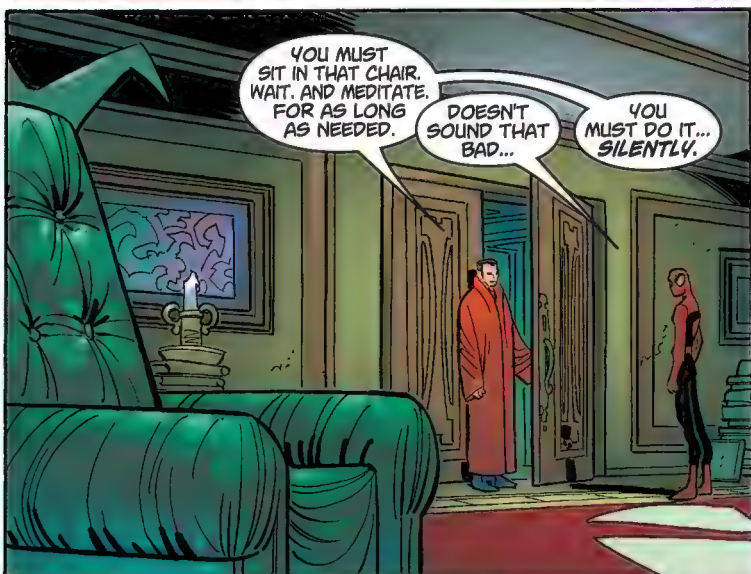


DO NOT LEAVE THE PATH, NO MATTER HOW FAMILIAR OR INVITING SOME THINGS MAY APPEAR. THERE ARE THINGS YOU ARE NOT YET READY TO CONFRONT.



SURE THING, DOC. SO WHAT'S THE PROGRAM FROM HERE?

THE WORST THING YOU CAN POSSIBLY IMAGINE.



YOU MUST SIT IN THAT CHAIR. WAIT. AND MEDITATE. FOR AS LONG AS NEEDED.

DOESN'T SOUND THAT BAD...

YOU MUST DO IT... SILENTLY.



HA --  
COMMA  
HA --  
--COMMA  
HA.

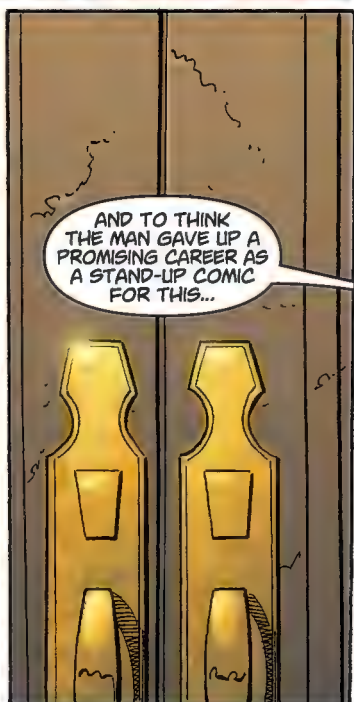


I MUST GO NOW. DO NOT OPEN THIS DOOR AGAIN UNTIL I RETURN.

IF I RETURN AT ALL.

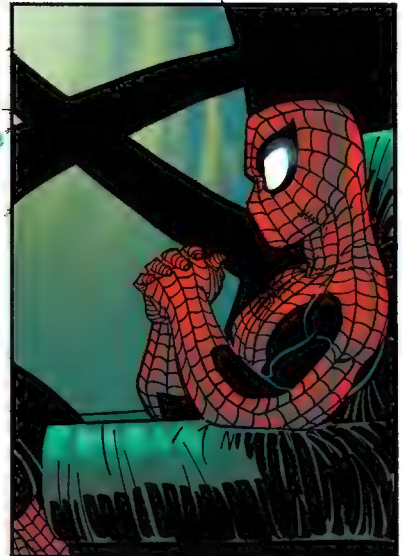
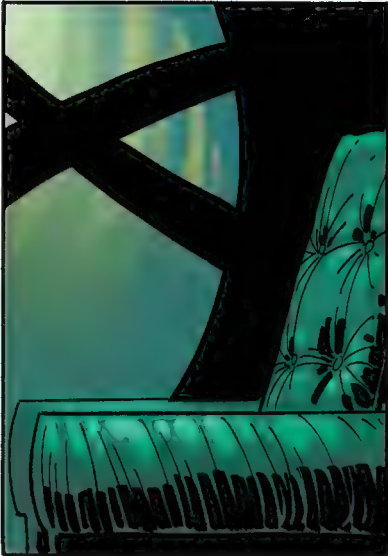
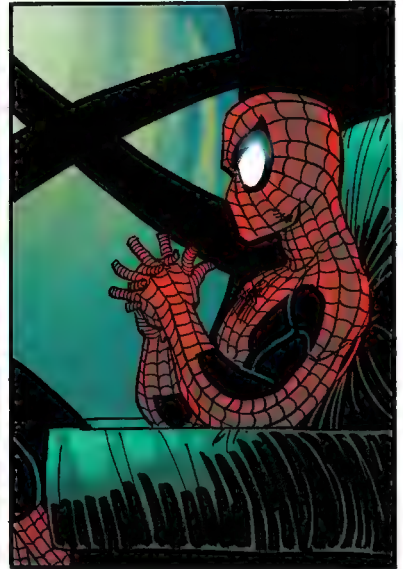


**DOOM**

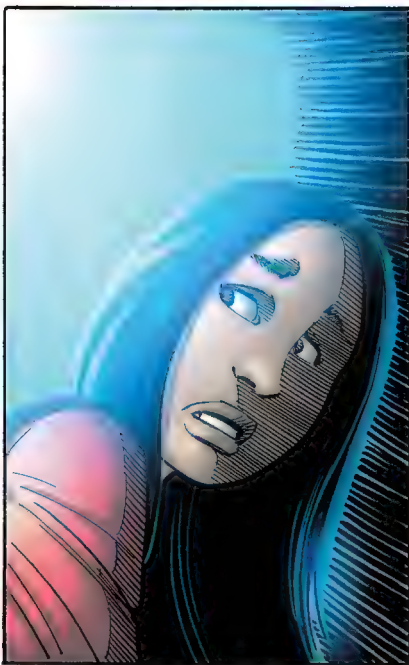
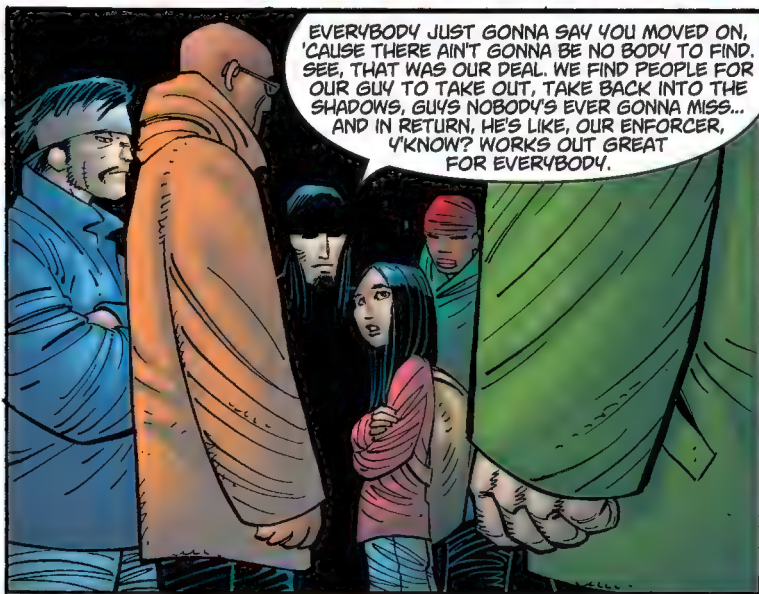
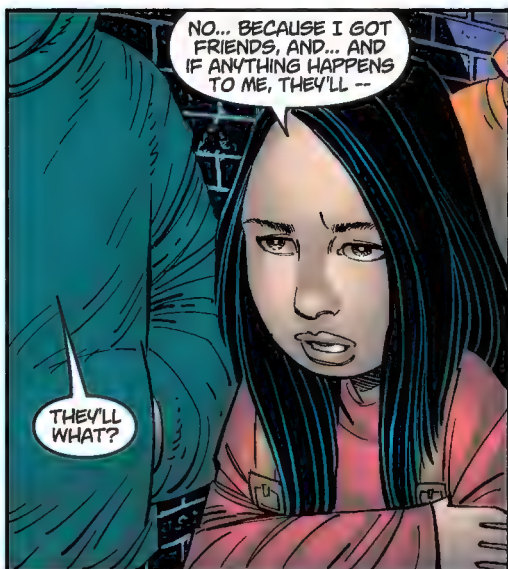


AND TO THINK THE MAN GAVE UP A PROMISING CAREER AS A STAND-UP COMIC FOR THIS...

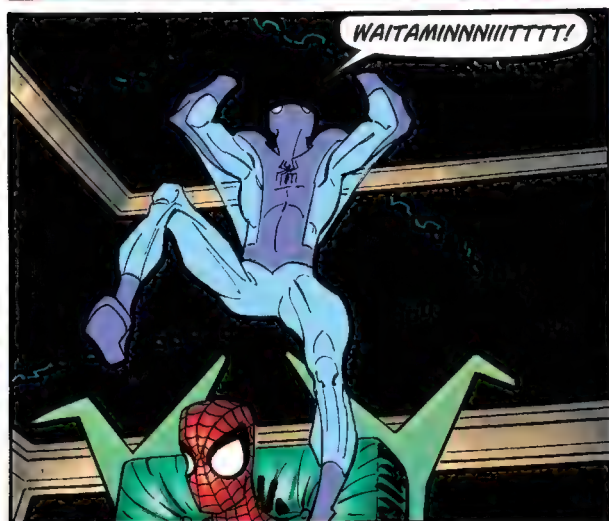




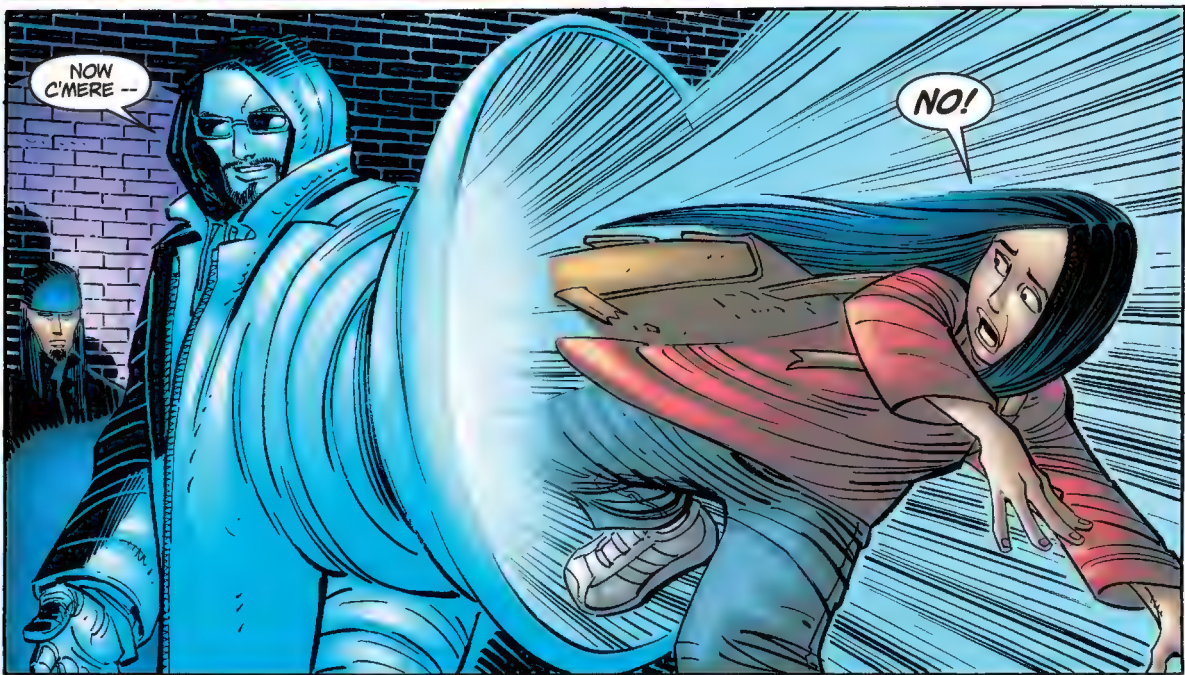
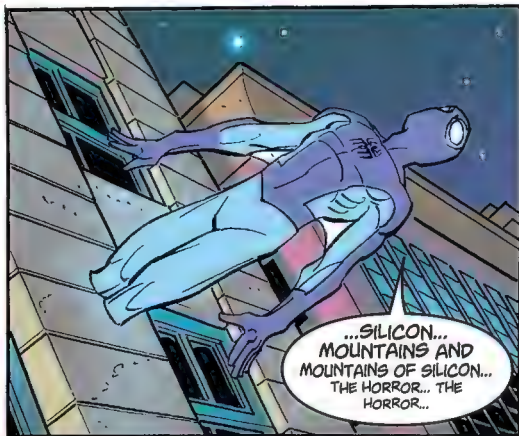
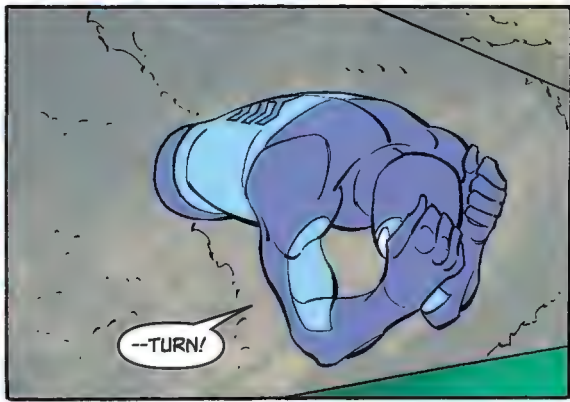
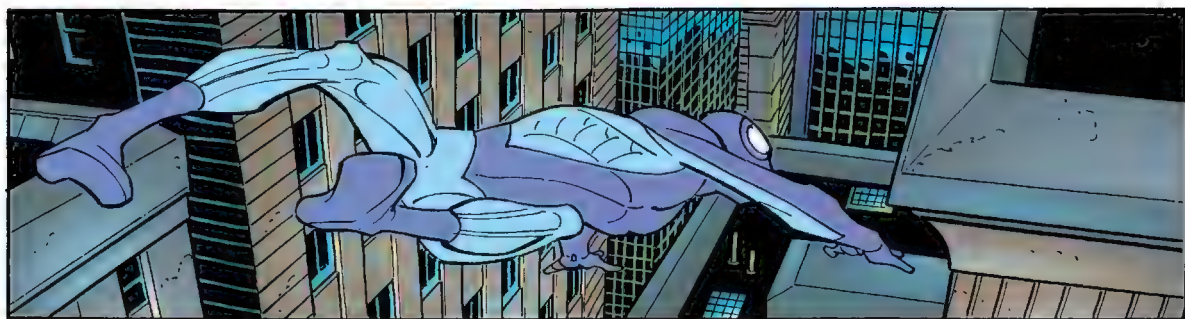




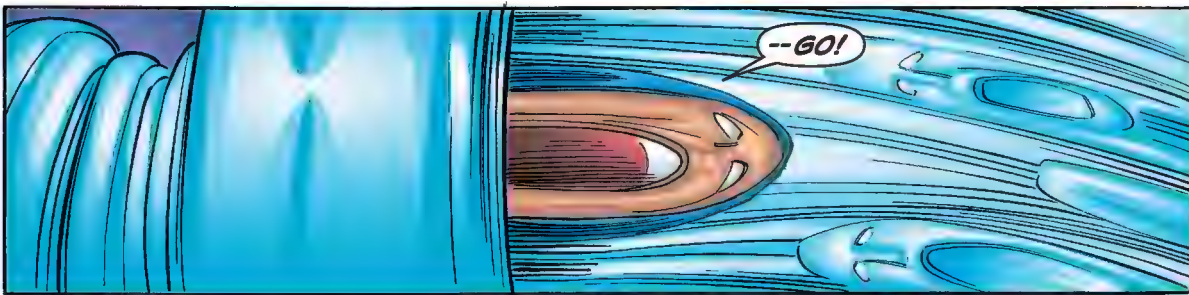
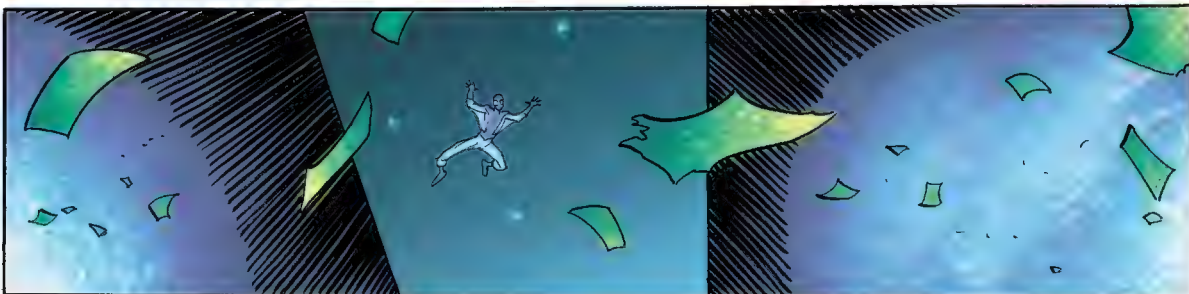
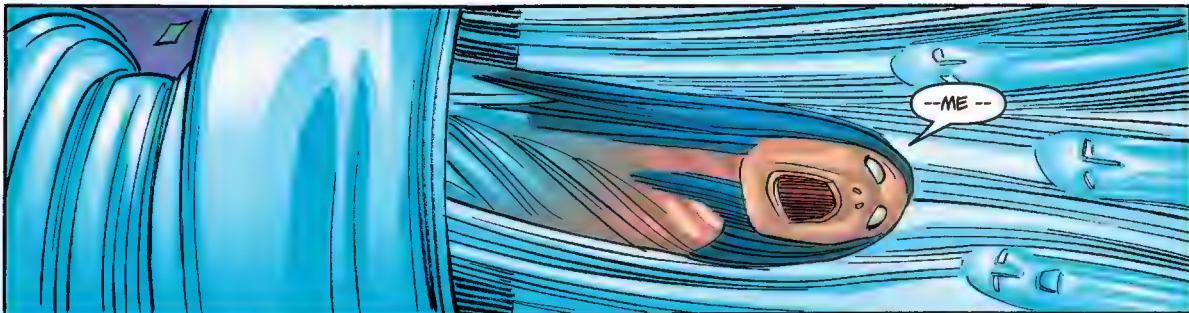
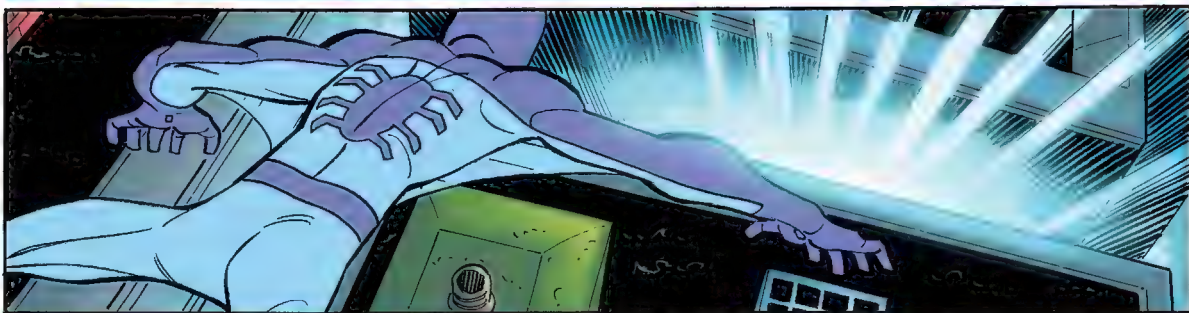
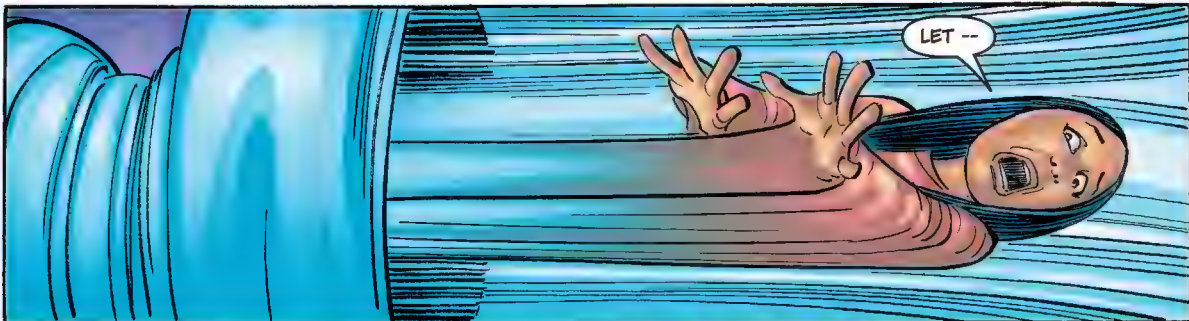
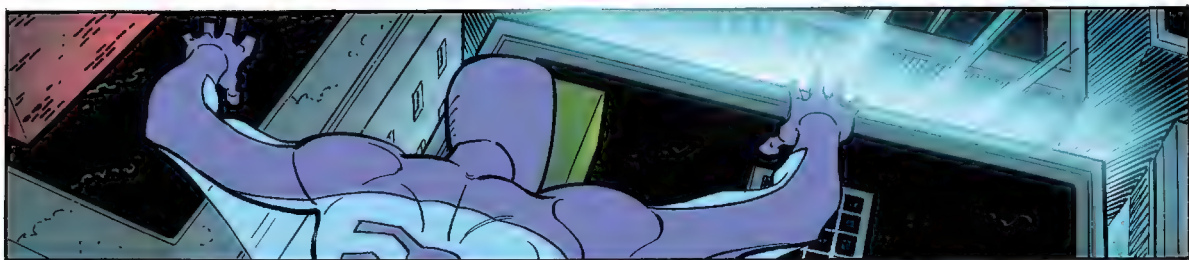




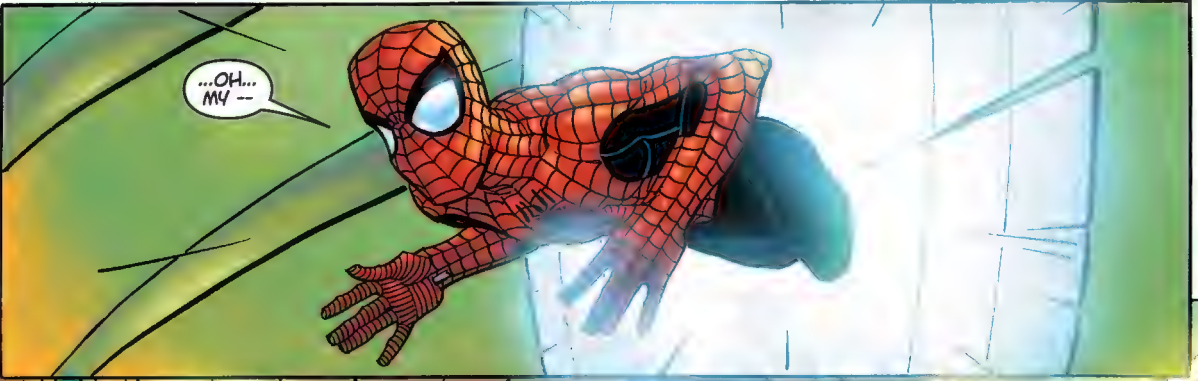
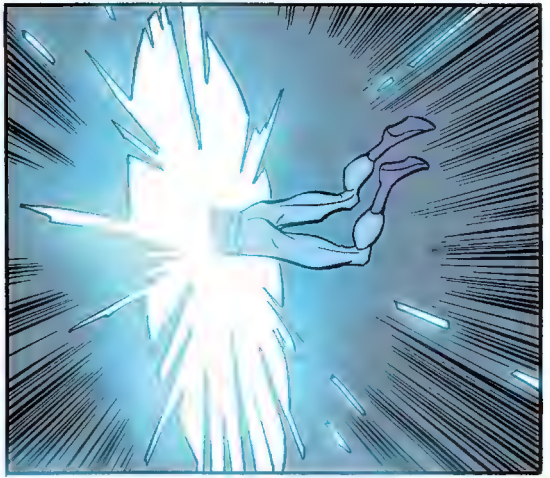




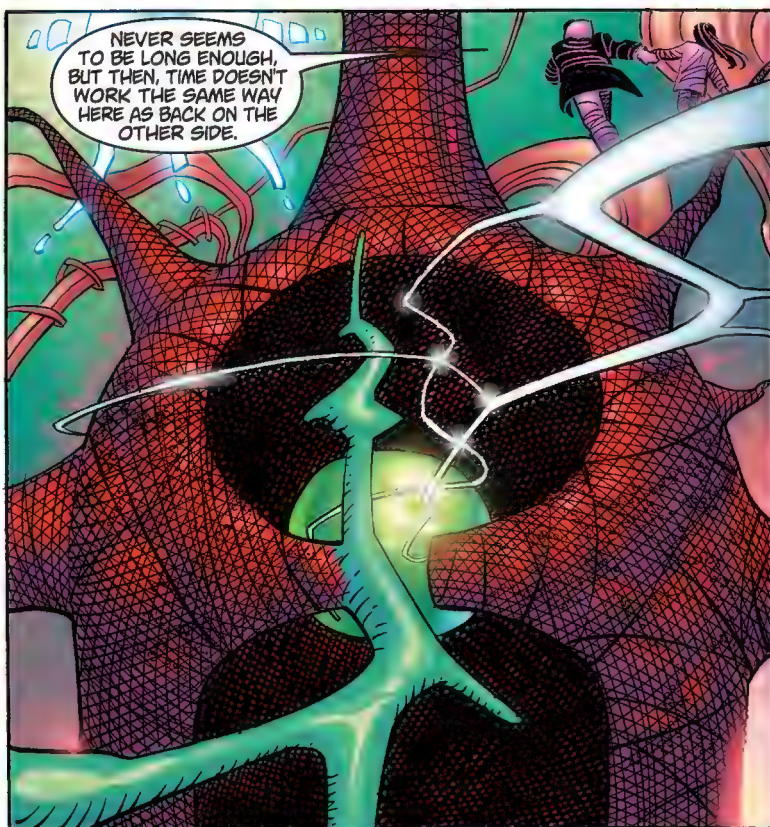




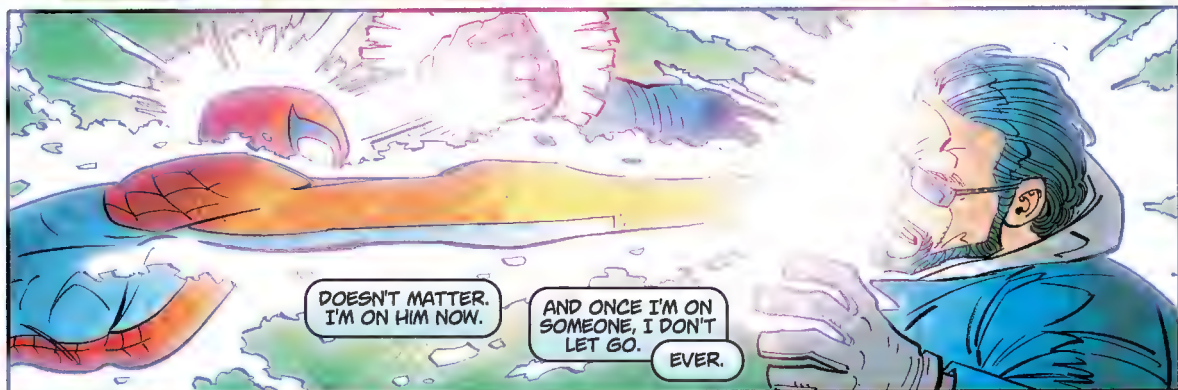
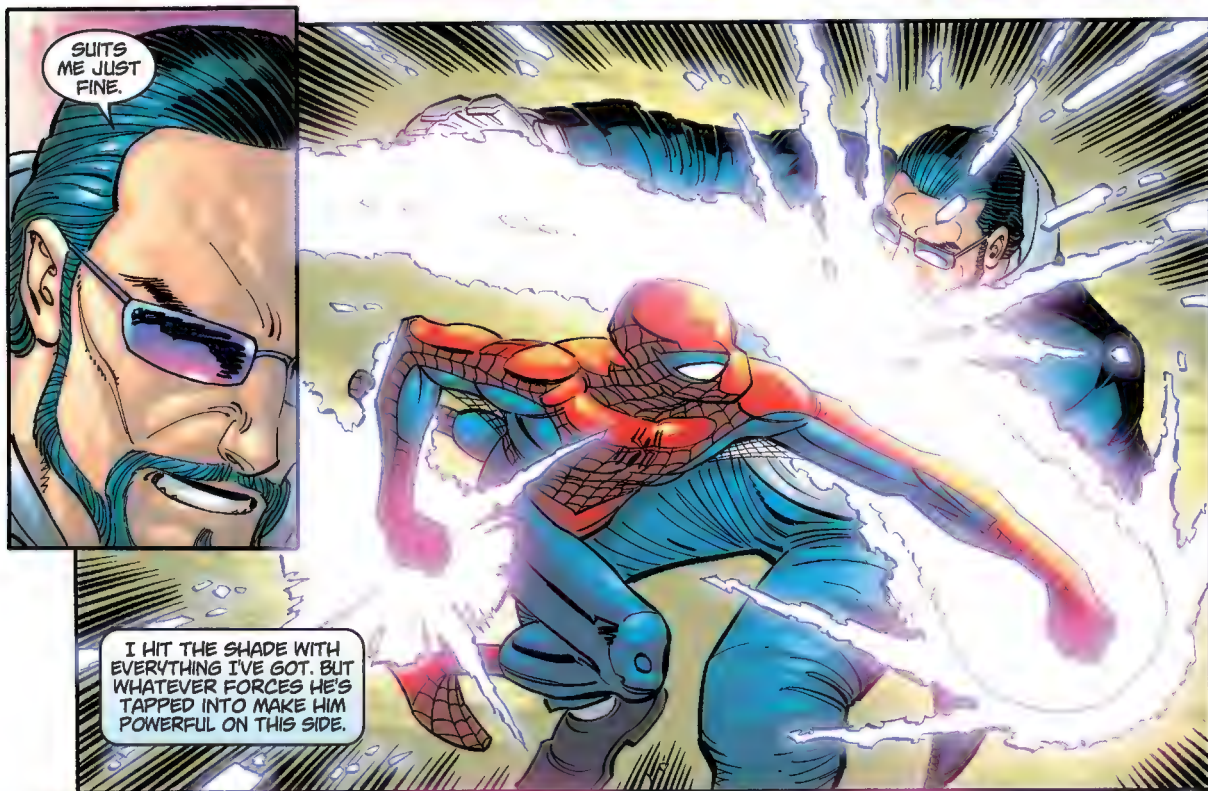














WHAT'S WRONG?  
I'M NOT HEARING ANY  
JOKES ALL OF A SUDDEN.  
MAYBE YOU'RE FINALLY  
AFRAID OF SOMEBODY  
FOR A CHANGE?

NO. JUST THINKING.  
YOU OUGHT TO TRY  
IT SOMETIME.

IF HE WAS USING THAT THING  
TO DRAW OFF THEIR ENERGY  
TO SUSTAIN HIS EXISTENCE...

...THEN I HAVE TO WONDER  
WHAT KIND OF LOOP IT WOULD  
CAUSE IF HE GOT SHOVED  
IN THERE HIMSELF?

SO HERE'S  
THE DEAL,  
SUNSHINE...

I'D LOVE TO  
STICK AROUND AND DO  
THIS ALL NIGHT, 'CAUSE I  
DON'T USUALLY HAVE MUCH  
BETTER TO DO WITH  
MY TUESDAYS --

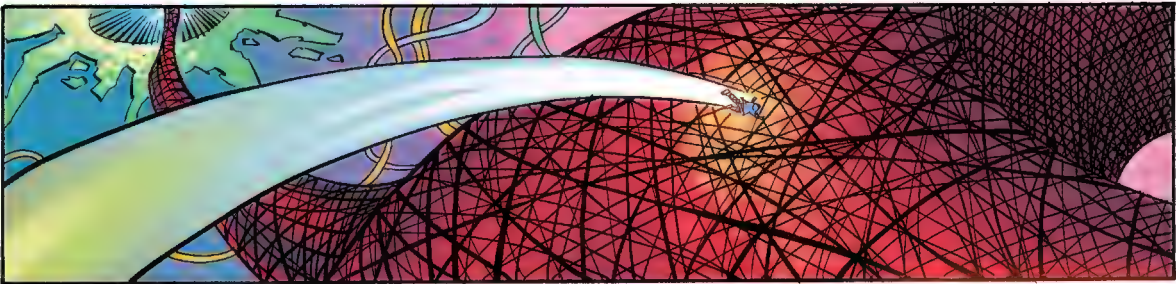
BUT I GOT PLANS  
TO MEET A SPECIAL  
LADY AT THE AIRPORT  
TONIGHT, AND  
NOBODY'S GETTING  
IN MY WAY.

ESPECIALLY --

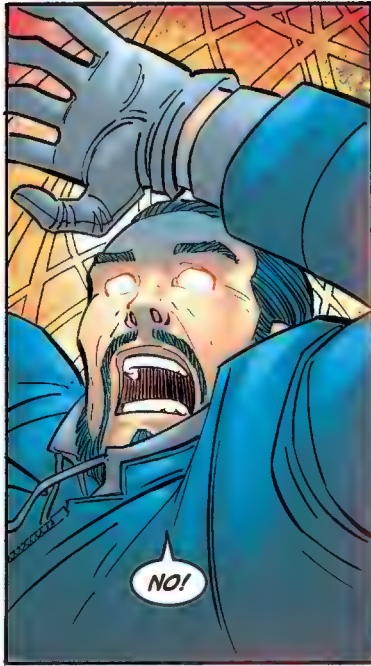
--NOT --  
YOU!

UNGH!

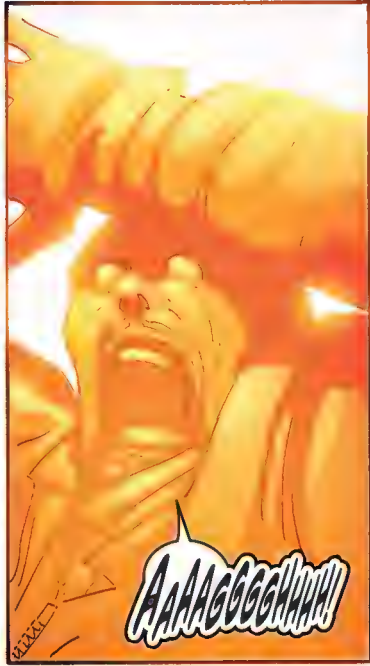




...NO...



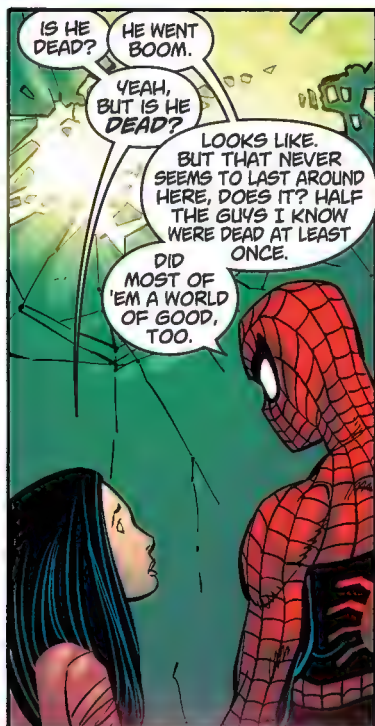
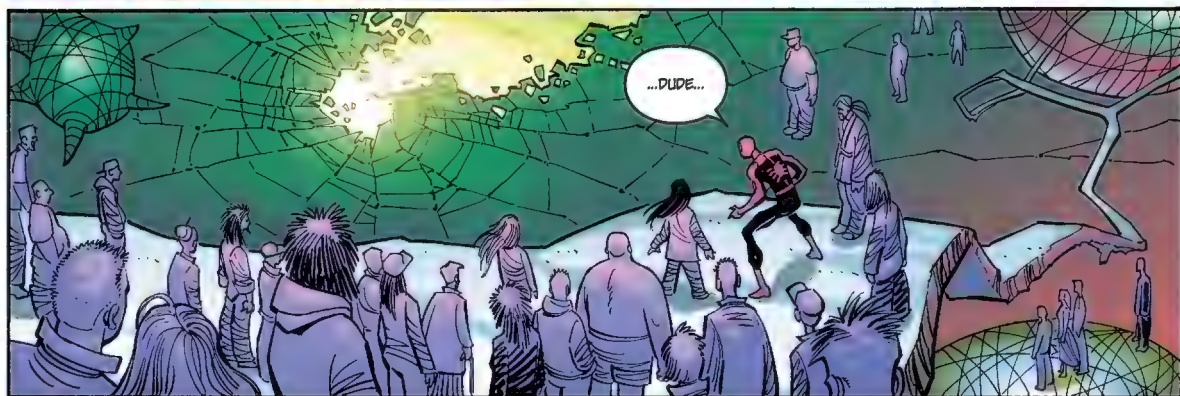
NO!



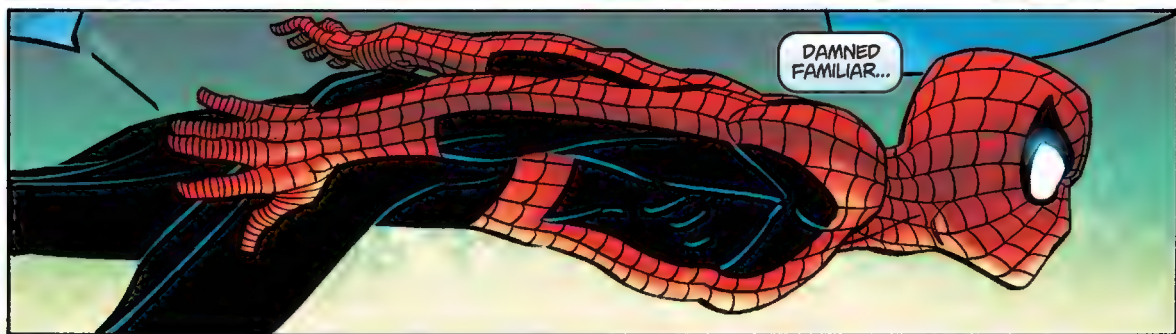
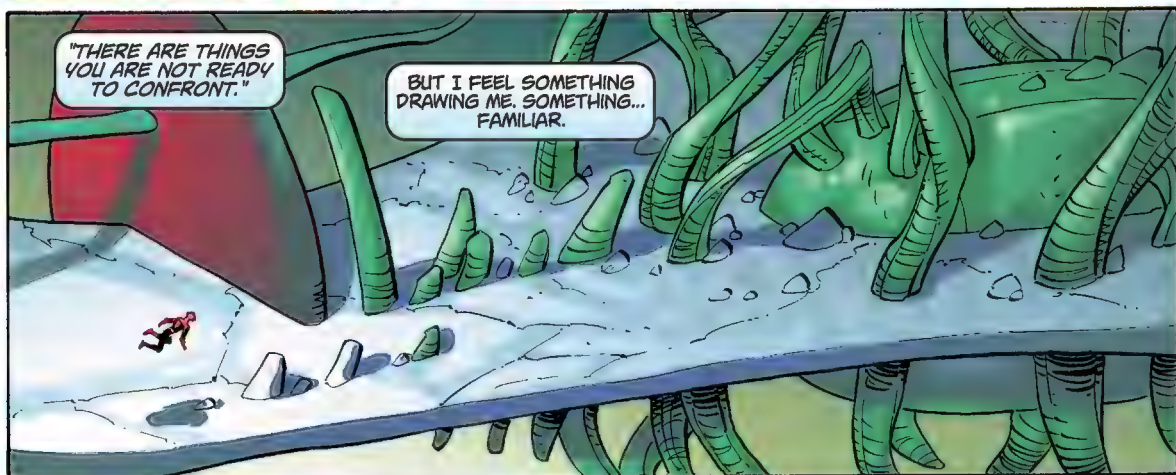
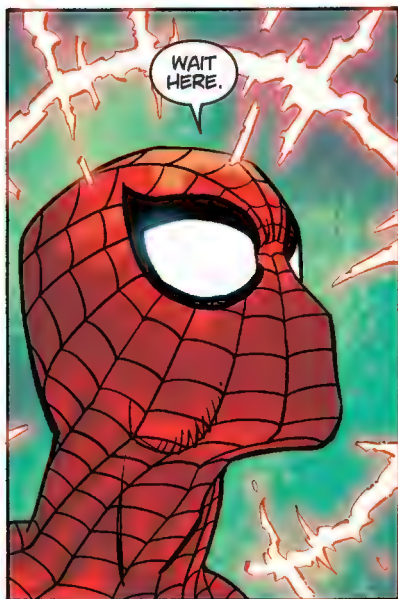
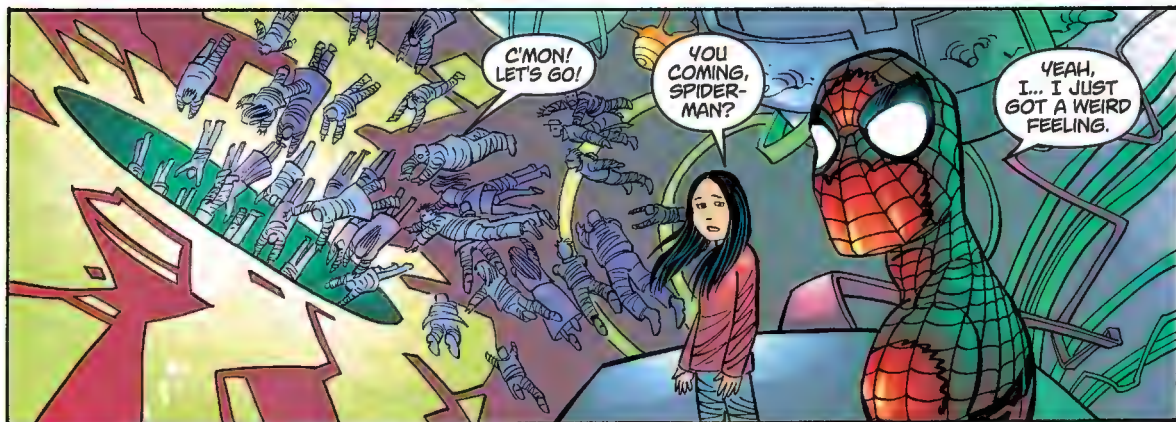
AAAAAGGGGHHH!!



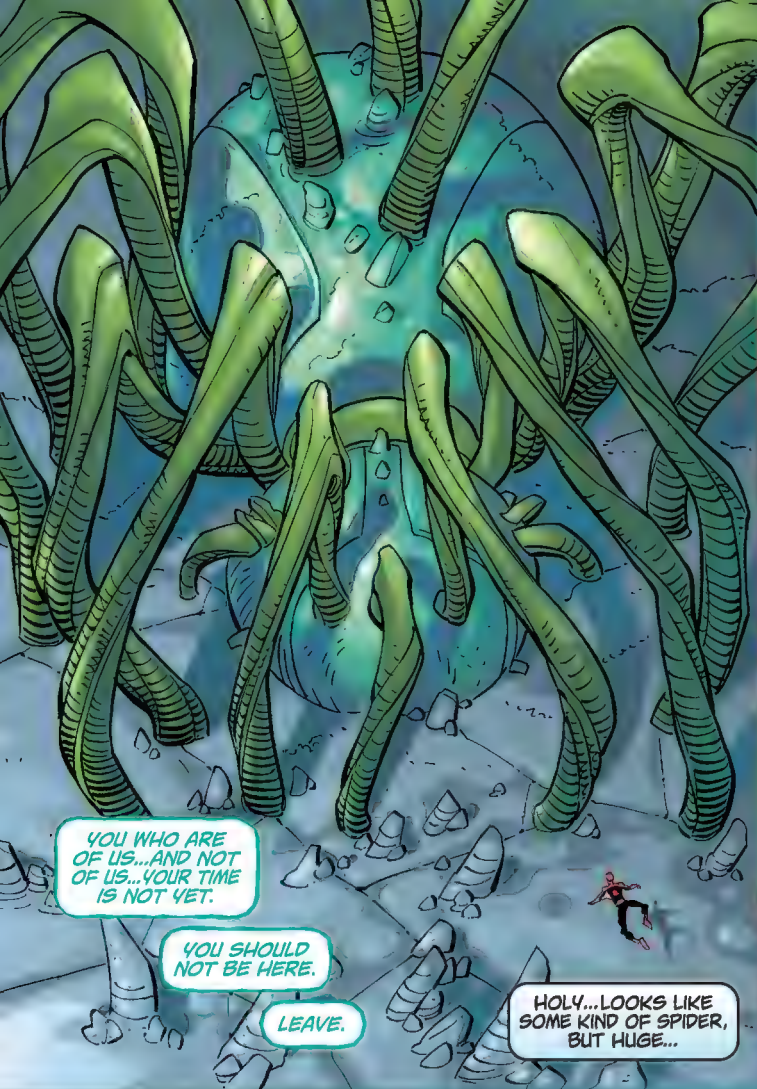












YOU WHO ARE  
OF US...AND NOT  
OF US...YOUR TIME  
IS NOT YET.

YOU SHOULD  
NOT BE HERE.

LEAVE.

HOLY...LOOKS LIKE  
SOME KIND OF SPIDER,  
BUT HUGE...



BUT...  
WHAT ARE YOU  
DOING HERE?  
WHAT ARE  
YOU?



WHAT YOU ARE, AND  
WHAT YOU WILL BE.

DEPART THIS  
PLANE.

NOW.

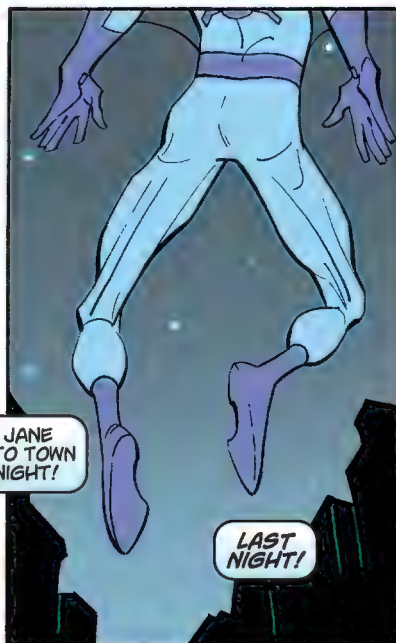
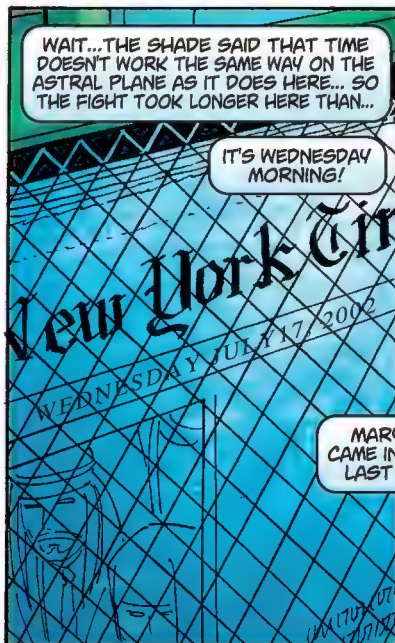
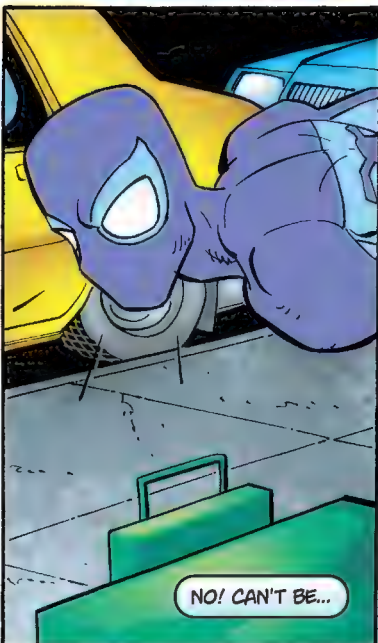
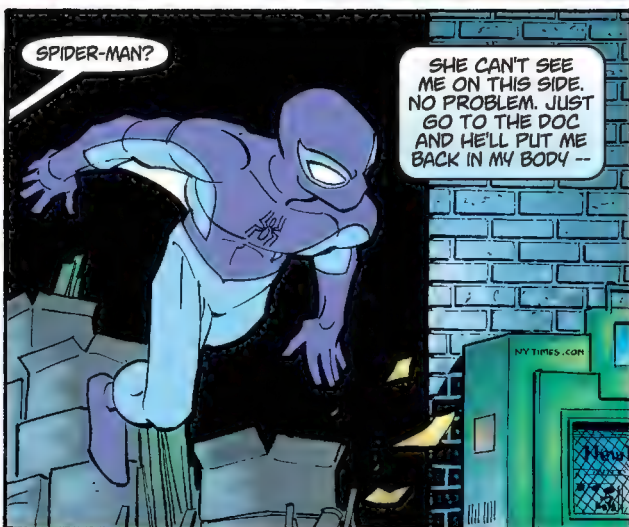
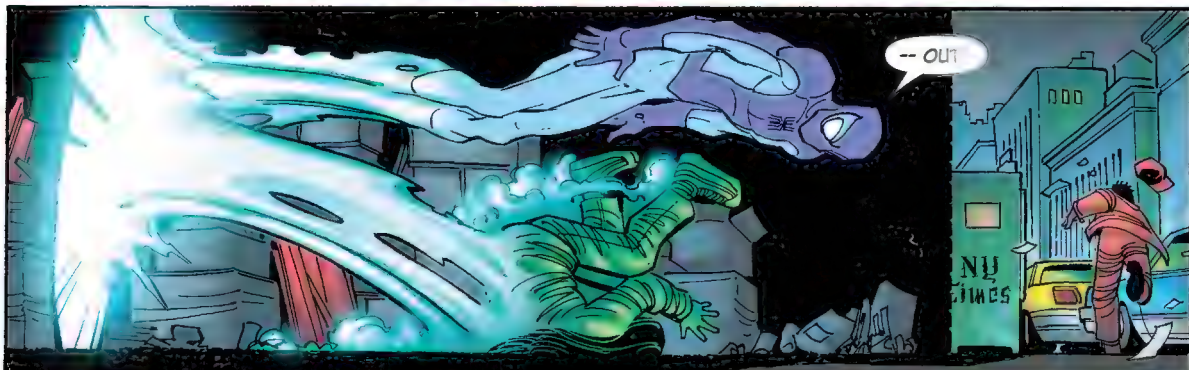


AGH!

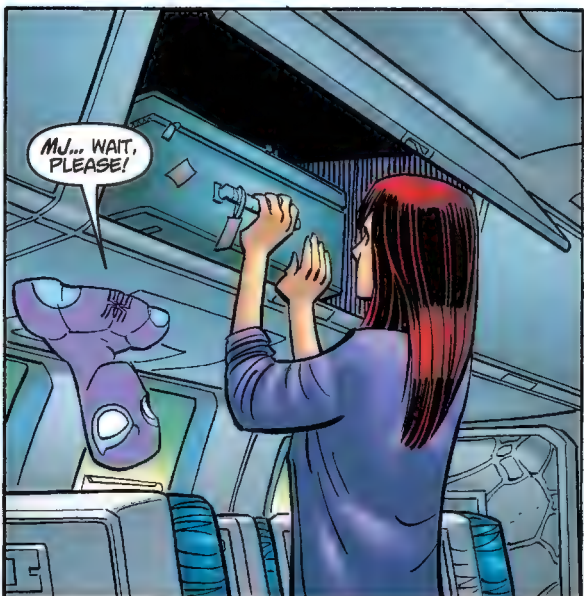
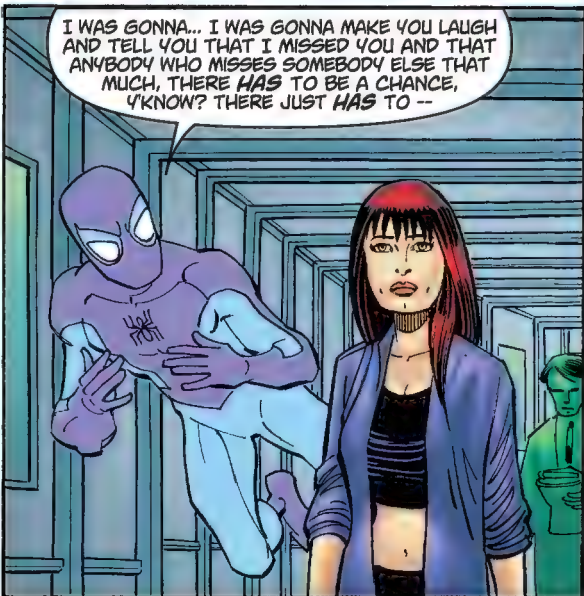


VEEEEEOOOOWWWW!

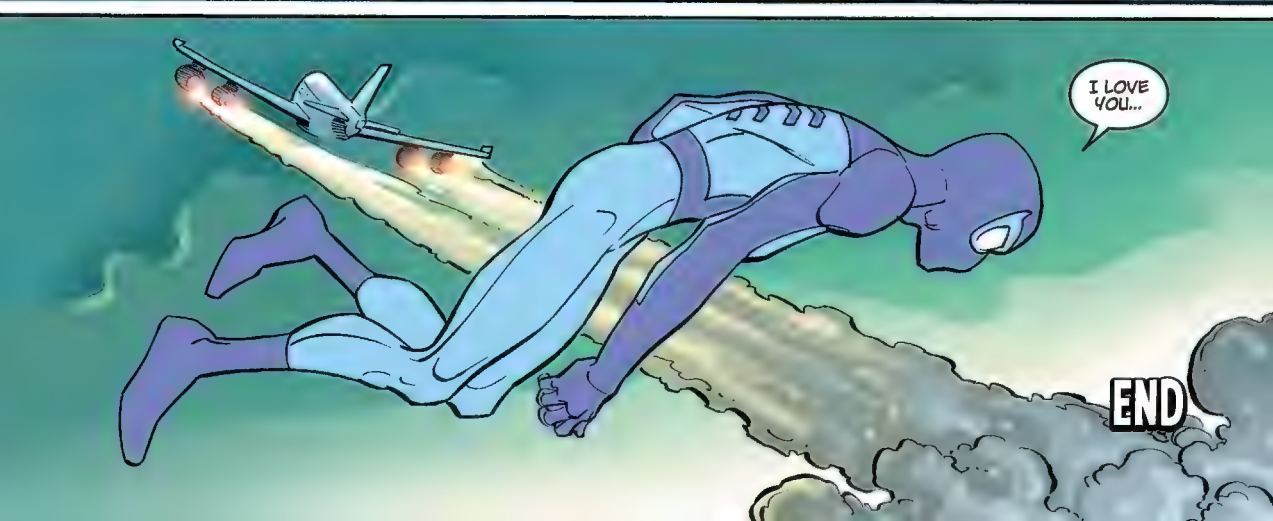














M A R V E L C O M I C S

# *the* AMAZING SPIDER-MAN

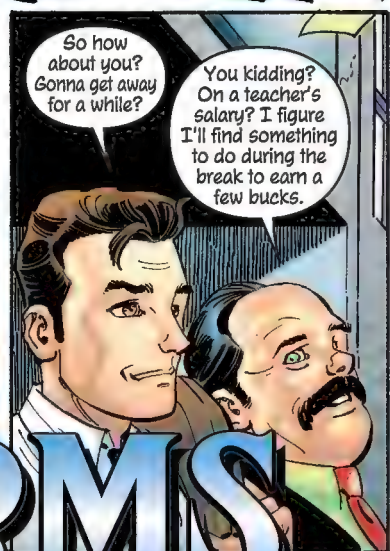


**MARVEL**

43

**STRACZYNSKI  
ROMITA JR  
HANNA**





STAN LEE  
presents:

# COLD ARMS

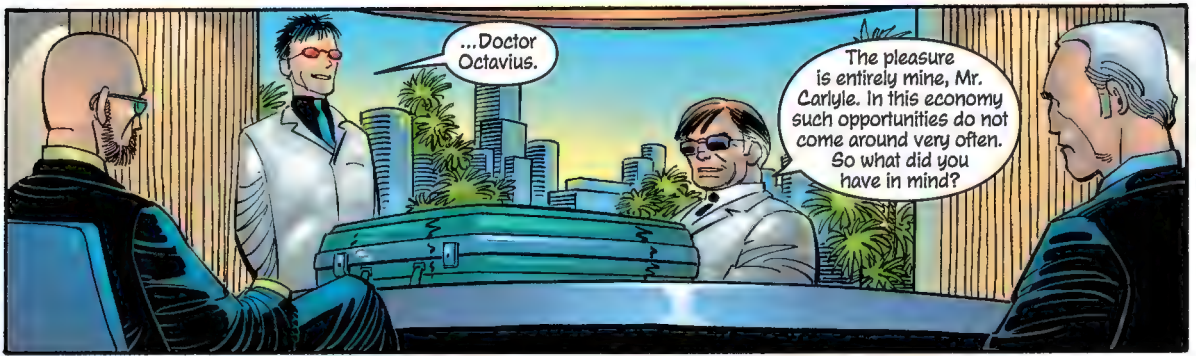
J. MICHAEL  
STRACZYNSKI  
words  
JOHN ROMITA Jr  
pictures  
SCOTT HANNA  
inks  
DAN KEMP  
colors  
RS & COMICRAFT's  
JIMMY B!  
letters

"We all  
gotta make  
a living,  
y'know?"

We appreciate  
that you would  
consider our offer of  
employment...

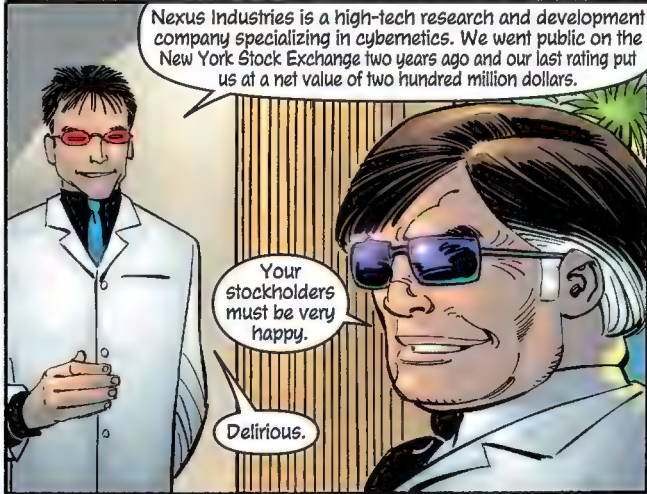
JOHN  
MIESEGAES  
assistant  
editor  
AXEL  
ALONSO  
editor  
JOE  
QUESADA  
chief  
BILL  
JEMAS  
president





...Doctor Octavius.

The pleasure is entirely mine, Mr. Carlyle. In this economy such opportunities do not come around very often. So what did you have in mind?



Nexus Industries is a high-tech research and development company specializing in cybernetics. We went public on the New York Stock Exchange two years ago and our last rating put us at a net value of two hundred million dollars.

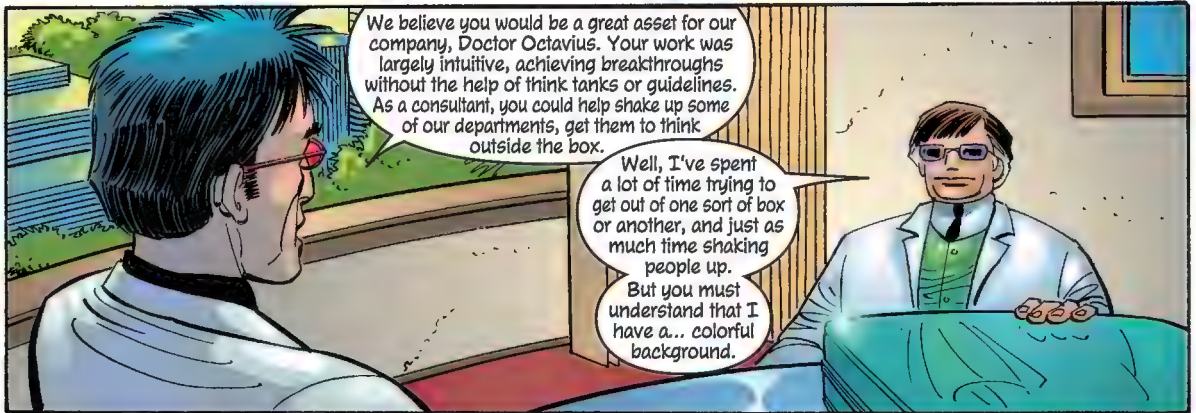
Your stockholders must be very happy.

Delirious.



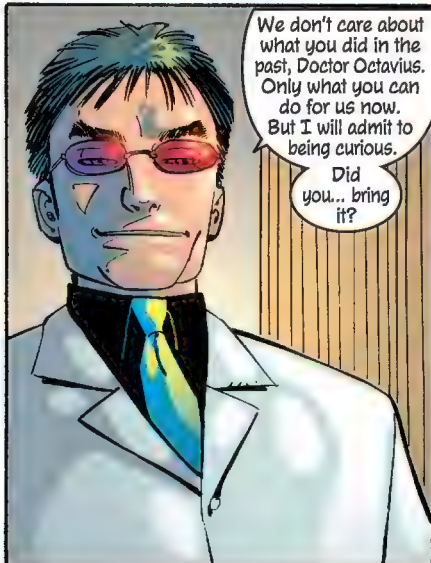
It's unfortunate that your work in cybernetics is not as well known or respected as it deserves. You were one of the first real pioneers in this area, thanks to your remarkable... appendages.

Thank you. And my tentacles are pretty impressive too. Old joke. You were saying...?



We believe you would be a great asset for our company, Doctor Octavius. Your work was largely intuitive, achieving breakthroughs without the help of think tanks or guidelines. As a consultant, you could help shake up some of our departments, get them to think outside the box.

Well, I've spent a lot of time trying to get out of one sort of box or another, and just as much time shaking people up. But you must understand that I have a... colorful background.



We don't care about what you did in the past, Doctor Octavius. Only what you can do for us now. But I will admit to being curious.

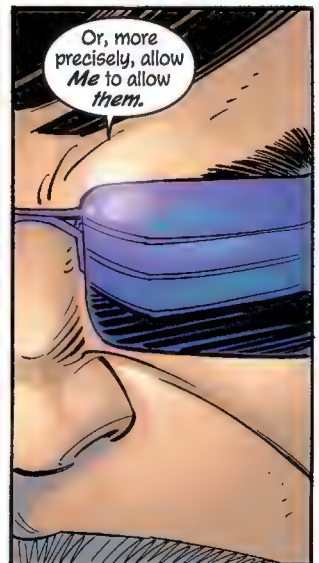
Did you... bring it?



Of course. It's right in there. Go ahead and open it.

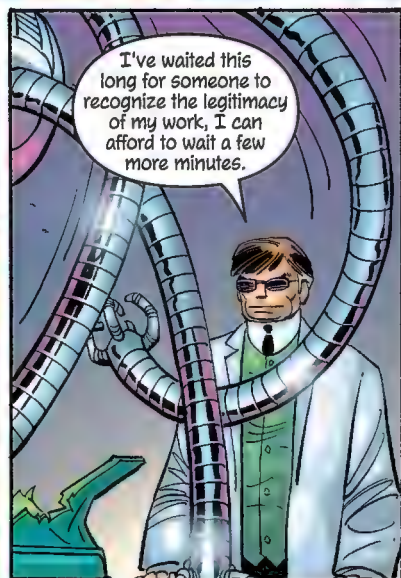
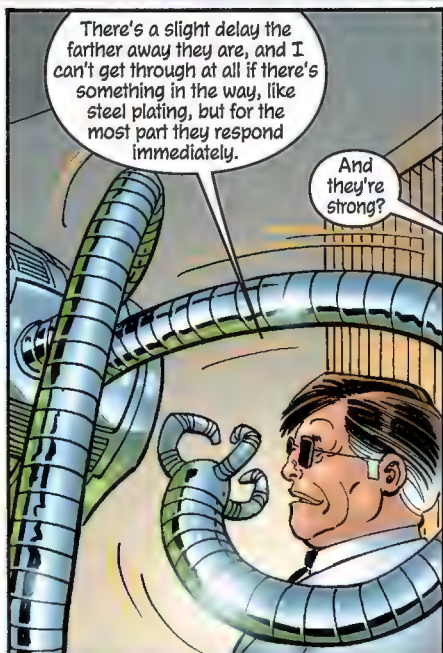
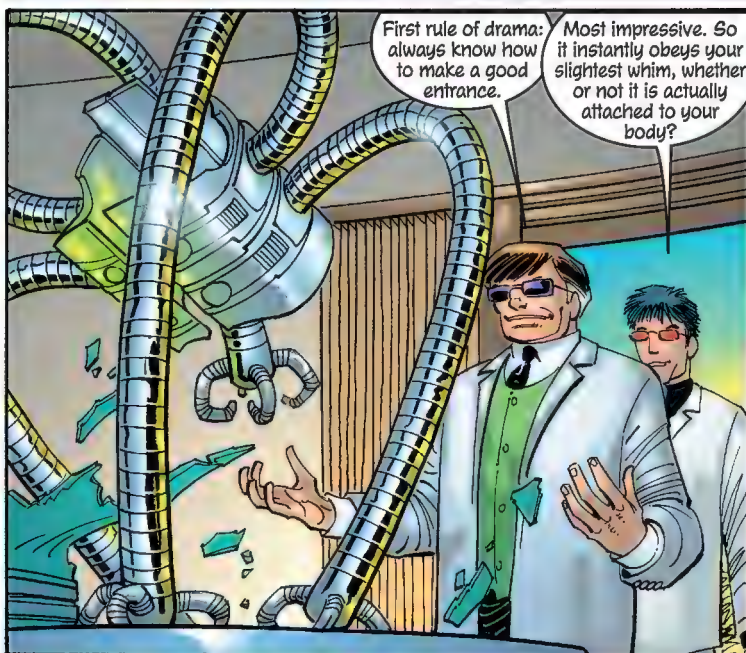
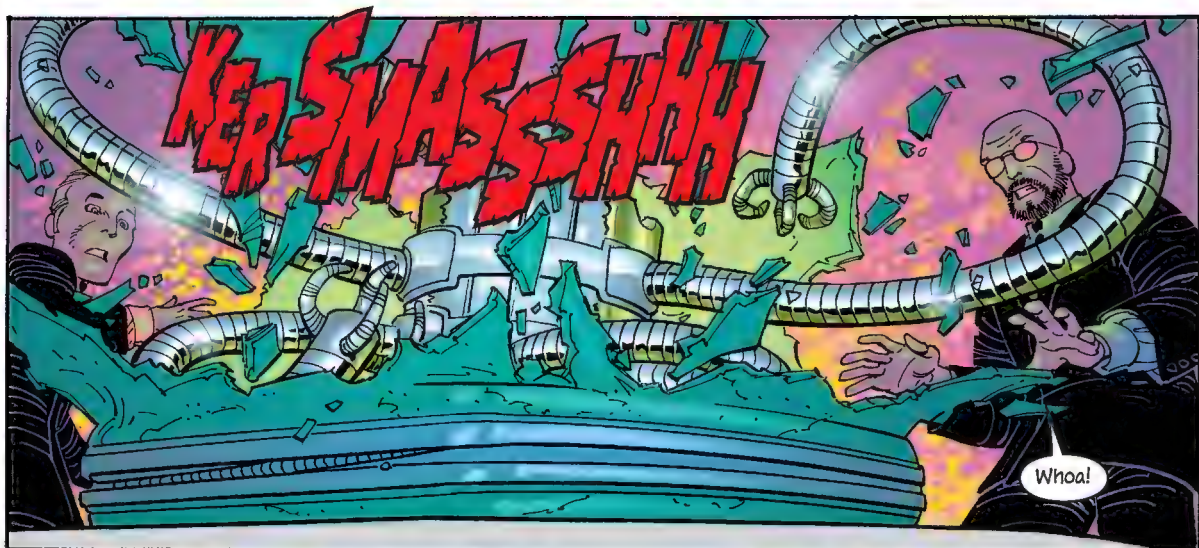
It's locked.

Is it? How forgetful. Allow me.

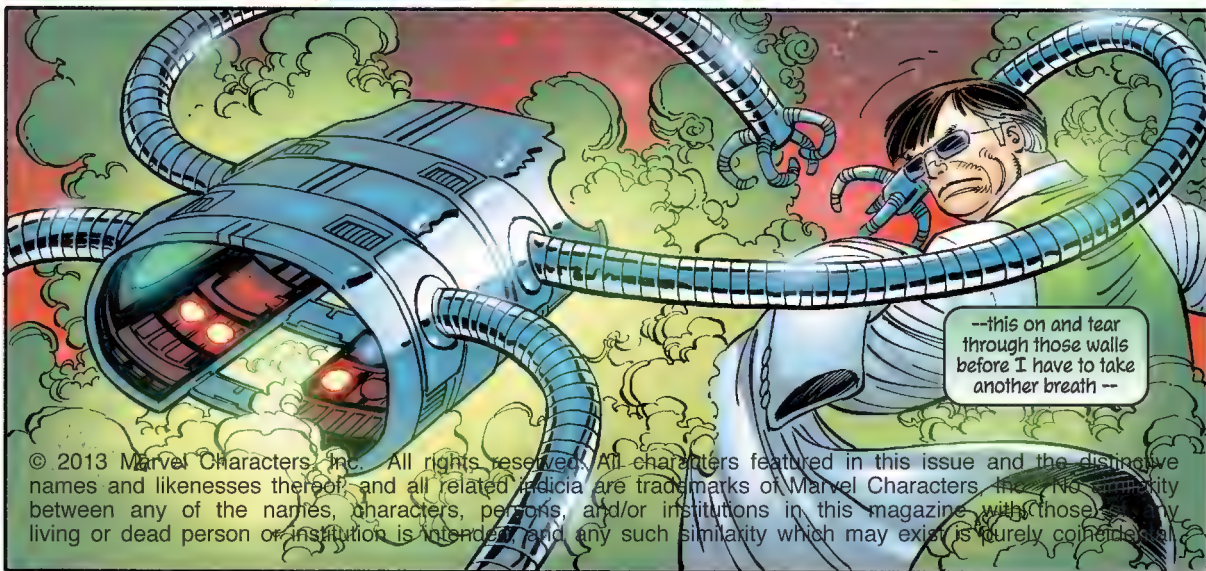
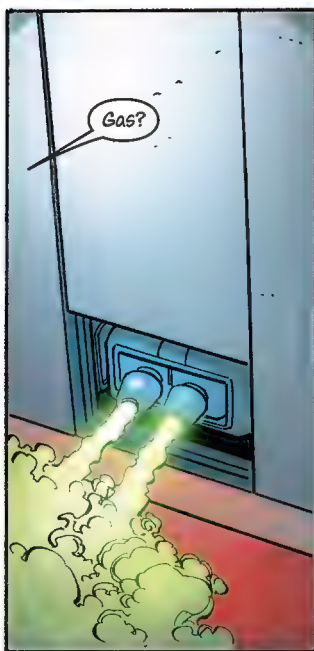
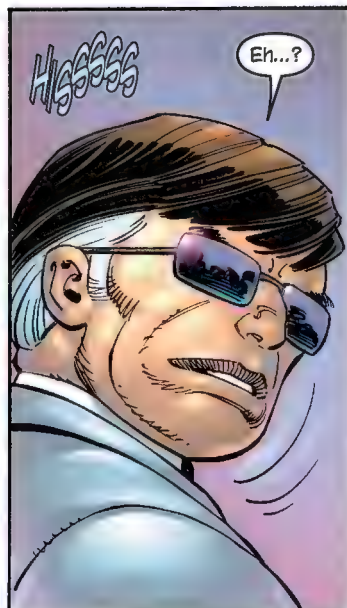
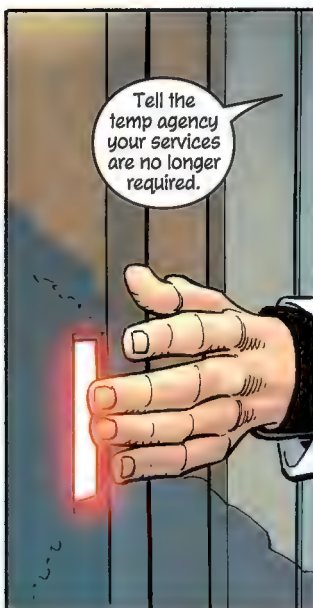


Or, more precisely, allow *Me* to allow *them*.







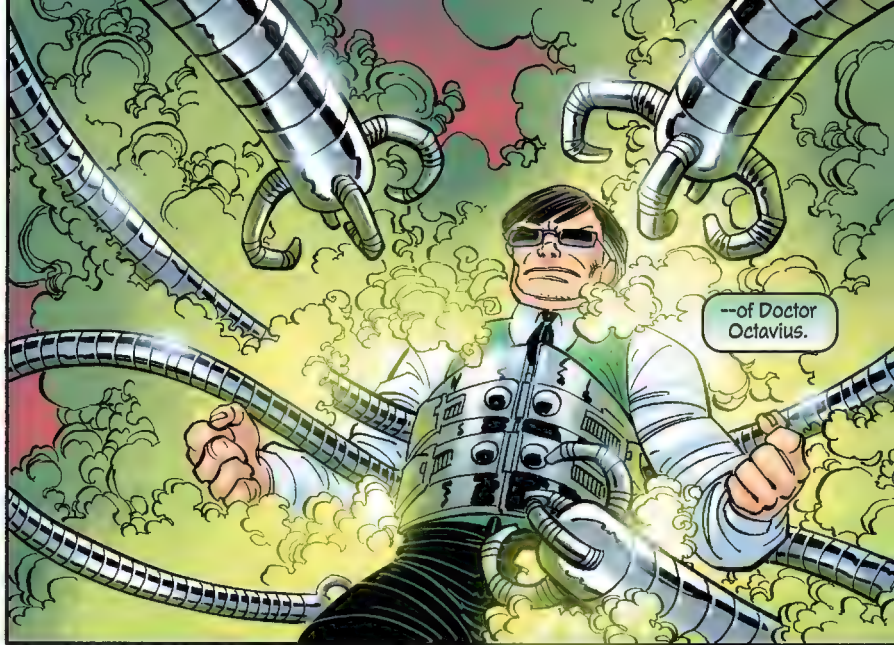




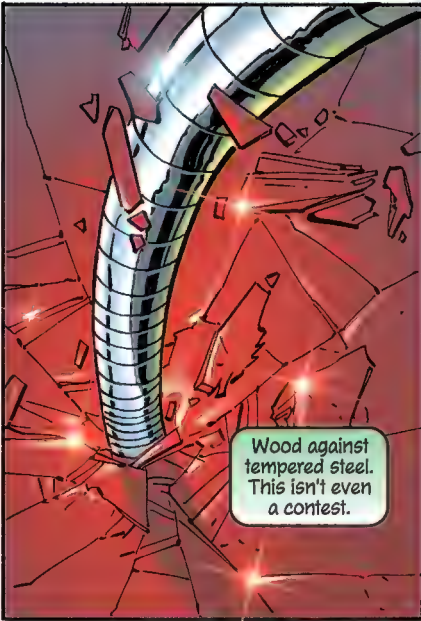


**SHUNNKK**

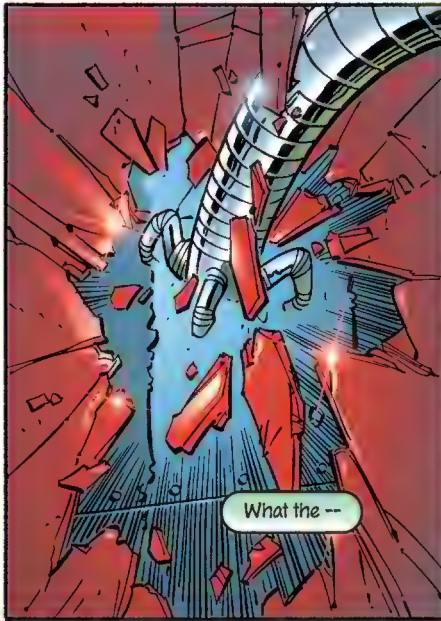
--I don't deserve  
the name --



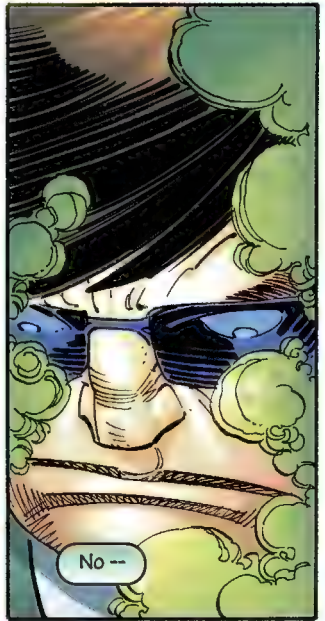
--of Doctor  
Octavius.



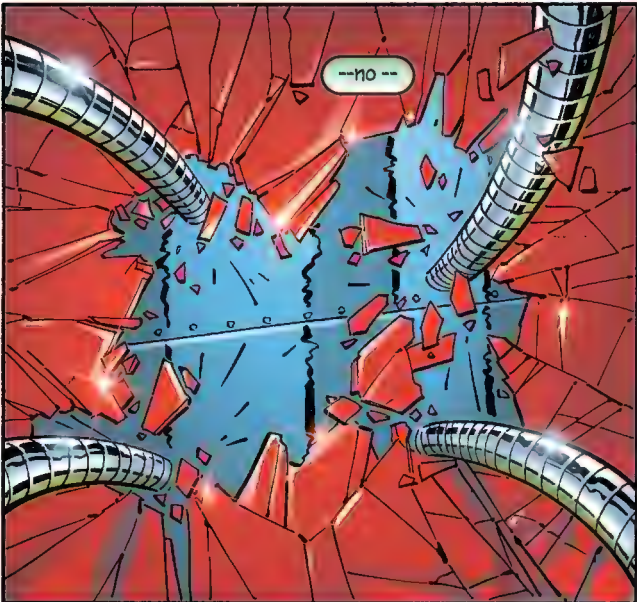
Wood against  
tempered steel.  
This isn't even  
a contest.



What the --



No --

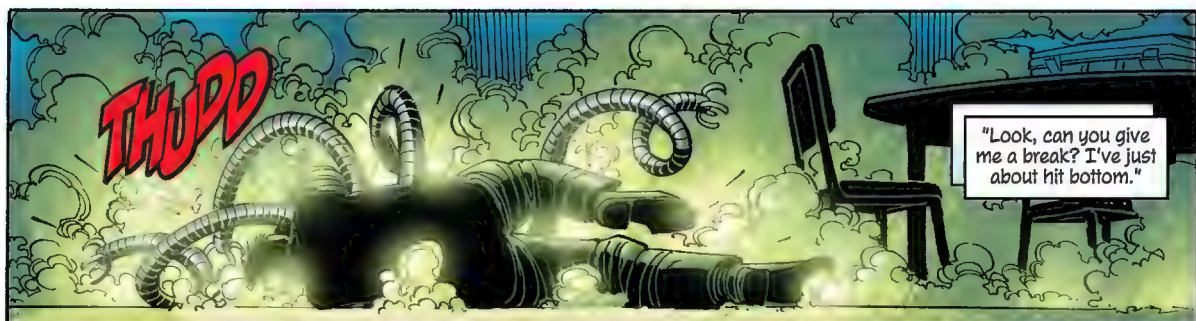


--no --

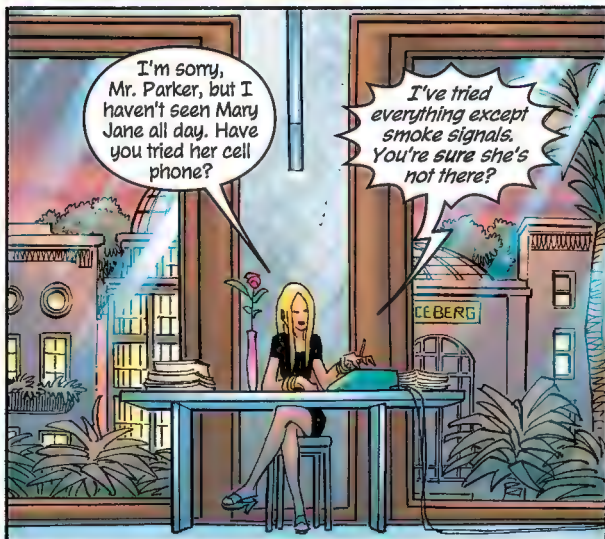


...no...



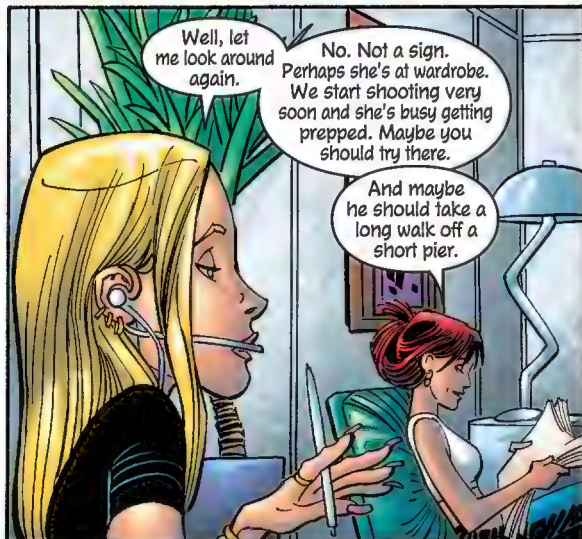


"Look, can you give me a break? I've just about hit bottom."



I'm sorry, Mr. Parker, but I haven't seen Mary Jane all day. Have you tried her cell phone?

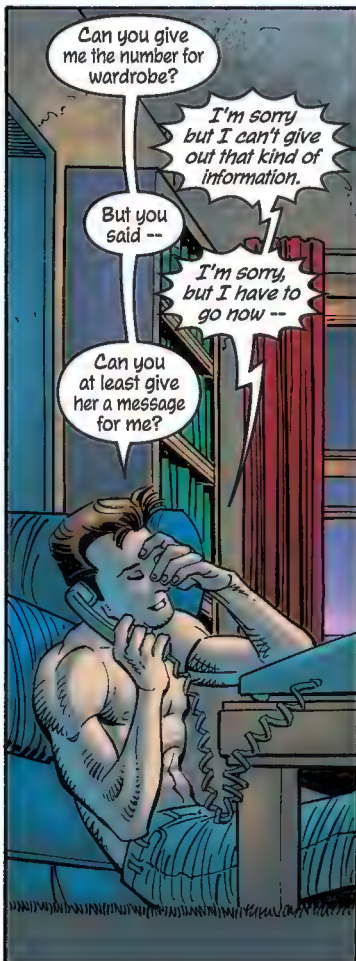
I've tried everything except smoke signals. You're sure she's not there?



Well, let me look around again.

No. Not a sign. Perhaps she's at wardrobe. We start shooting very soon and she's busy getting prepped. Maybe you should try there.

And maybe he should take a long walk off a short pier.



Can you give me the number for wardrobe?

I'm sorry but I can't give out that kind of information.

But you said --

I'm sorry, but I have to go now --

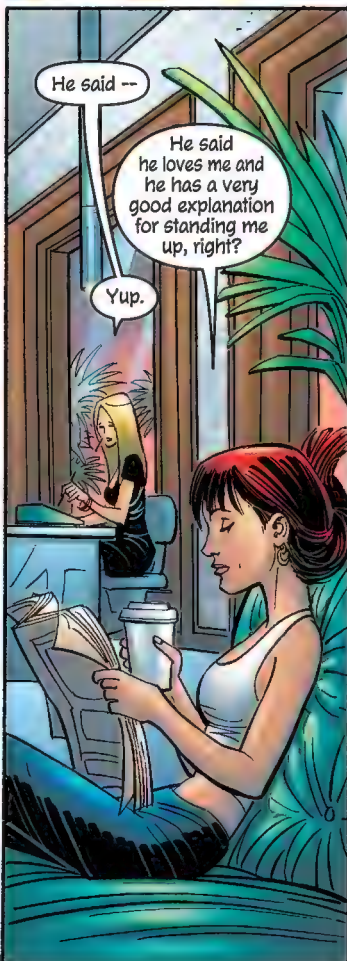
Can you at least give her a message for me?



Just... tell her that I'm sorry, and I love her, and I have a good -- a really, really good explanation -- for what happened, and --

--just... have her call me, okay?

I'll pass along the message, Mr. Parker.



He said --

He said he loves me and he has a very good explanation for standing me up, right?

Yup.

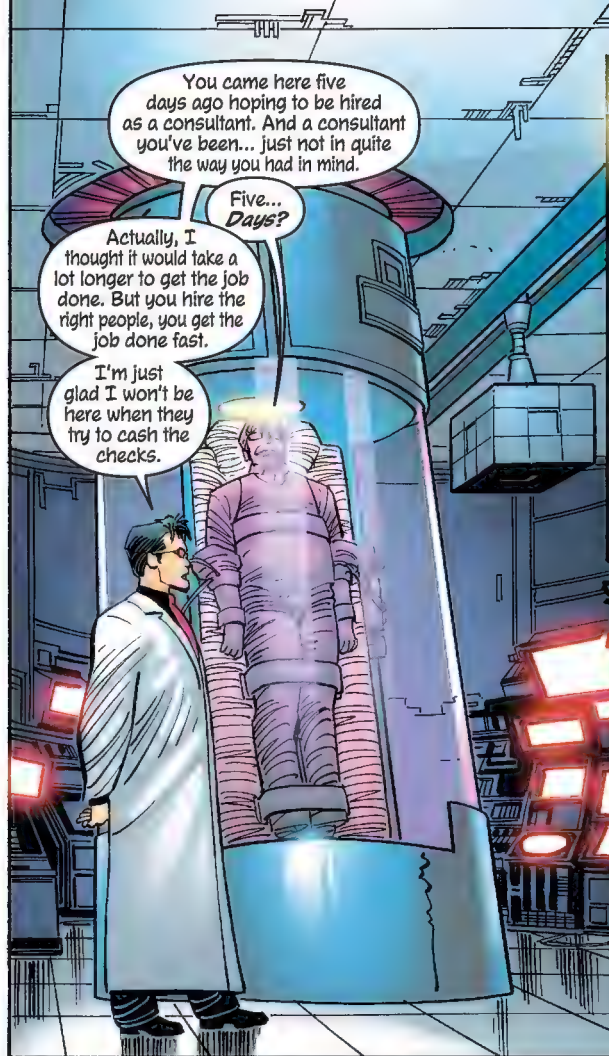


Yeah, well, if the first was true, he wouldn't need the second, now would he?

I'll call him back. Eventually.

"Funny, isn't it, how some things never come out quite the way you planned...?"



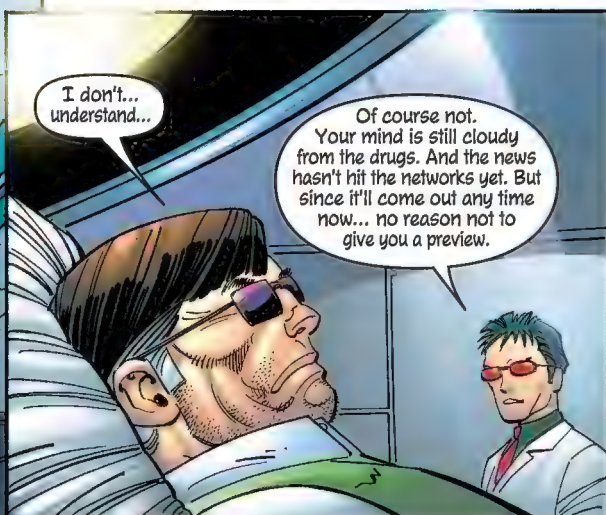


You came here five days ago hoping to be hired as a consultant. And a consultant you've been... just not in quite the way you had in mind.

Five... Days?

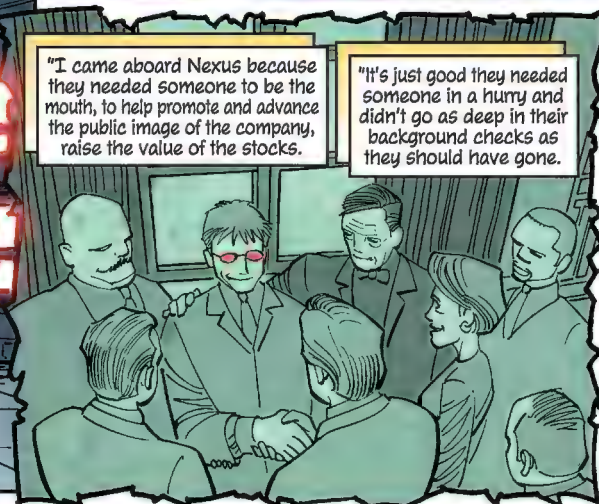
Actually, I thought it would take a lot longer to get the job done. But you hire the right people, you get the job done fast.

I'm just glad I won't be here when they try to cash the checks.



I don't... understand...

Of course not. Your mind is still cloudy from the drugs. And the news hasn't hit the networks yet. But since it'll come out any time now... no reason not to give you a preview.



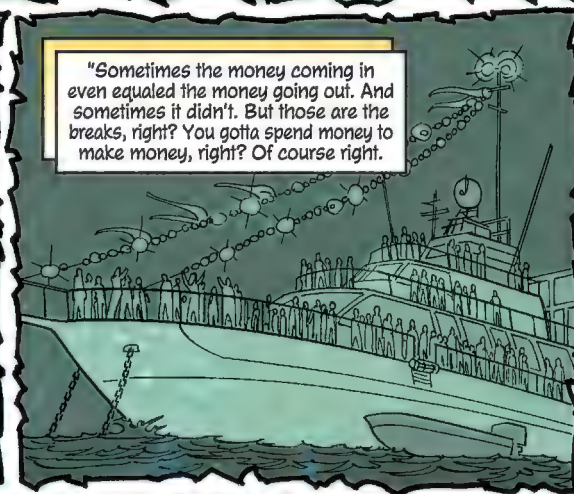
"I came aboard Nexus because they needed someone to be the mouth, to help promote and advance the public image of the company, raise the value of the stocks.

"It's just good they needed someone in a hurry and didn't go as deep in their background checks as they should have gone.

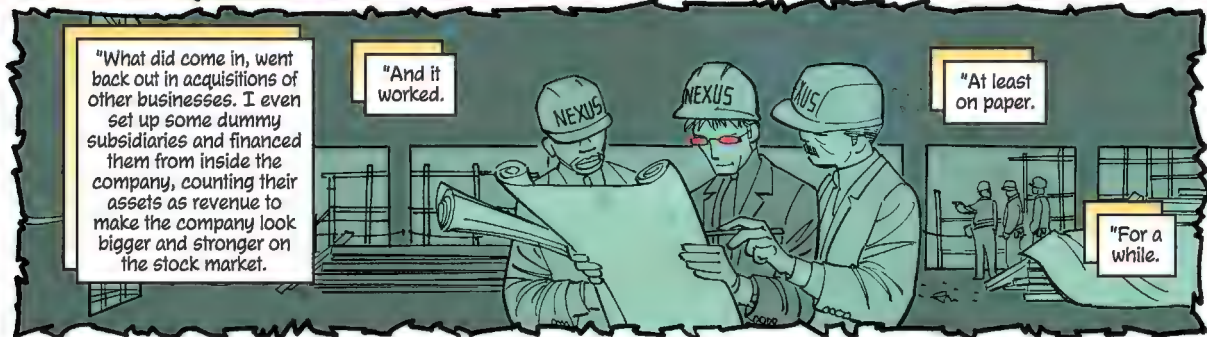


"Thing is, nobody wants to give you money if they think you actually need it. Guys with flash only give money to guys with even more flash, because they know they'll get it back, with interest.

"So I made sure we had all the flash-and-dazzle anybody could ask for.



"Sometimes the money coming in even equaled the money going out. And sometimes it didn't. But those are the breaks, right? You gotta spend money to make money, right? Of course right.



"What did come in, went back out in acquisitions of other businesses. I even set up some dummy subsidiaries and financed them from inside the company, counting their assets as revenue to make the company look bigger and stronger on the stock market.

"And it worked.

"At least on paper.

"For a while.



"But all good things come to an end. When a bunch of debts came due, and we had to cover for a fall-off in productivity, the figures didn't add up.

"That's when the **CEO** found out what had been going on... and who he'd hired.

"Convictions for fraud. Forgery. Extortion. Racketeering. Not to mention assault and battery and a bunch of other charges, all under another name.

"But c'mon, who in this big wide world *doesn't* have something to hide, right?

"It's not like I was a murderer or anything.

"At least... not before that night.

"I figured if he found out what happened, more would follow. So I had to act fast. With the CEO now on an unexpected... vacation... I looked for ways to grab whatever I could.

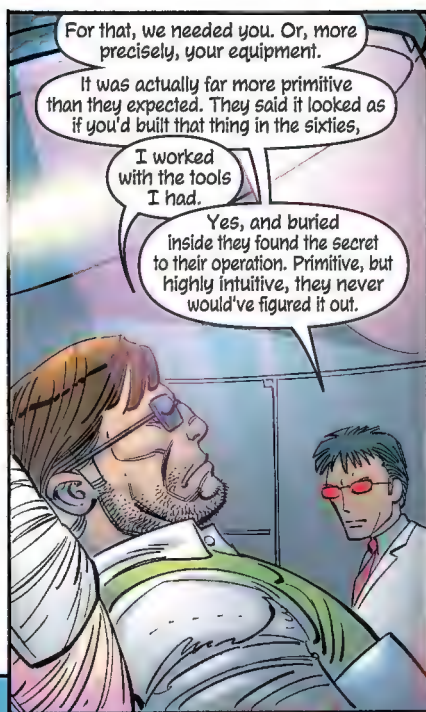
"Unfortunately the money was gone, the property was locked up in escrow, and the only product we had was theoretical research, and I can't exactly put that in my pocket and walk out the front door. I never understood half that stuff anyway."

So I had to figure out what I really wanted. And you know what it is?

To be free, to make my own way so that nobody could ever stop me. And that's when I thought of you. And those extraordinary mechanisms of yours.

I got my teams working on the problem of creating something similar. They worked independently, nobody knowing what the others were doing, nobody but me with the whole picture. They could get the basics but not the whole cerebral interface... thing.





For that, we needed you. Or, more precisely, your equipment.

It was actually far more primitive than they expected. They said it looked as if you'd built that thing in the sixties,

I worked with the tools I had.

Yes, and buried inside they found the secret to their operation. Primitive, but highly intuitive, they never would've figured it out.



So now the arms are stored in here, where you can't contact them.

And you're stored in there in case I need you after the trial run. If not, you'll run out of air in 24 hours and... well, that's that, right?



Would you like to see what your stepchild looks like, Doctor? What you get when you combine your intuitive leap with the latest in cybernetic technologies, servos, waldos, laser-assisted targeting systems and exo-steel?



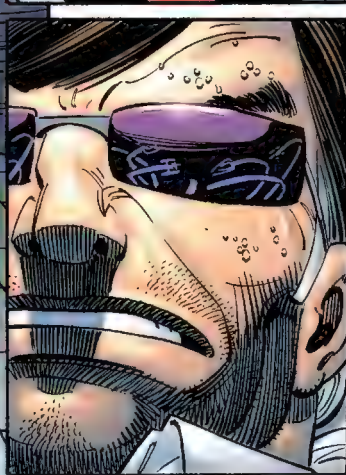
Pretty cool, huh? With this setup I can take whatever I want, go wherever I want, and nobody can stop me.

I'm tired of making my living off guys who don't appreciate my abilities. Time to show the whole world what I can do.

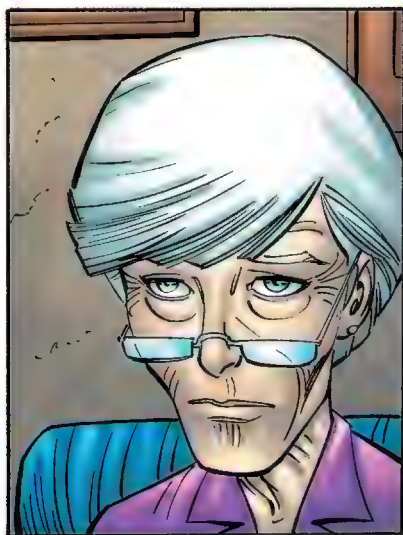
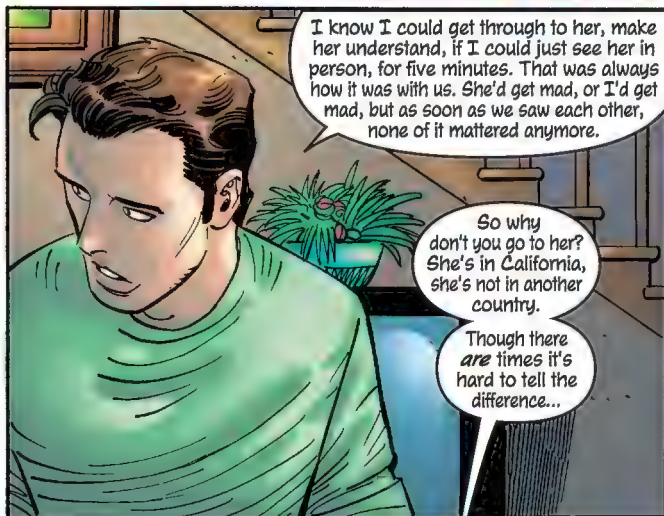
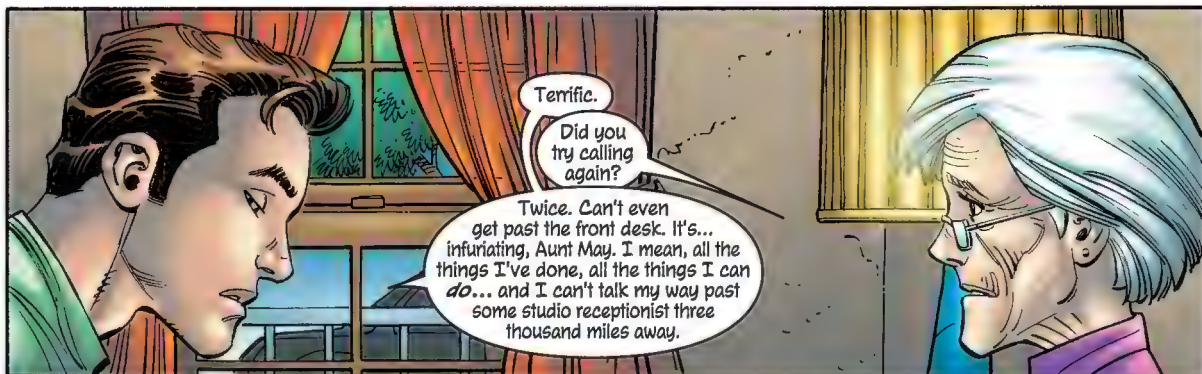
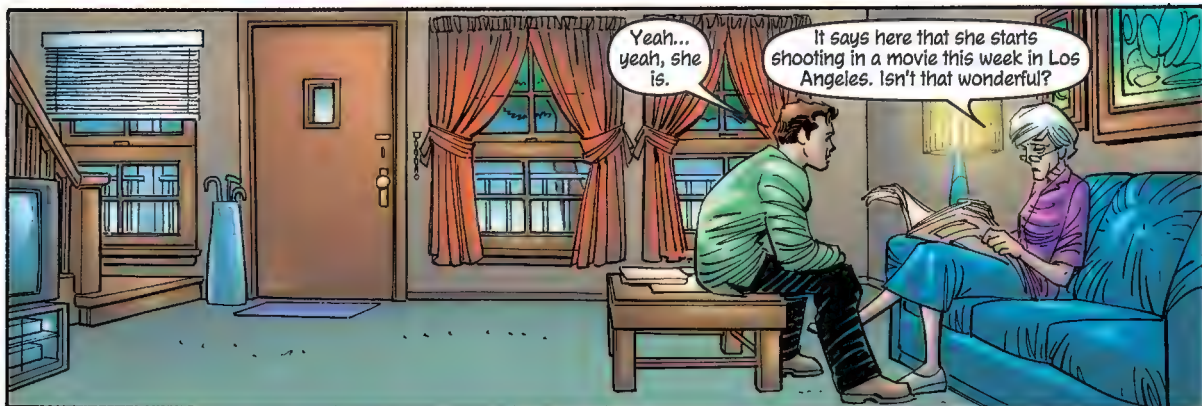


Time to build an empire of my own.

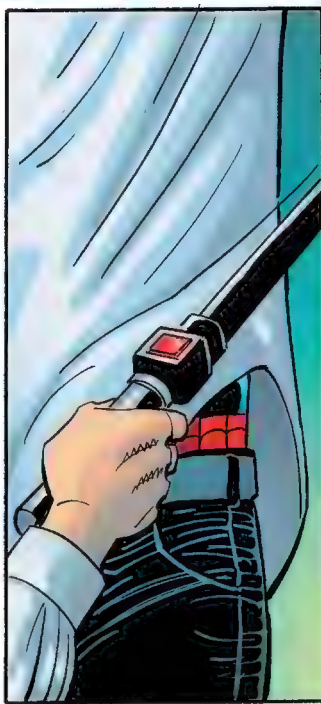
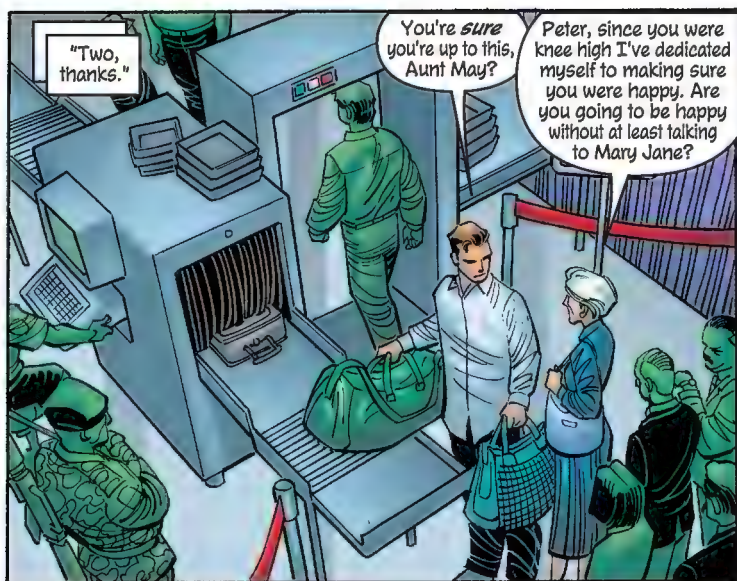
"Mary Jane's building quite a career for herself, isn't she, Peter?"



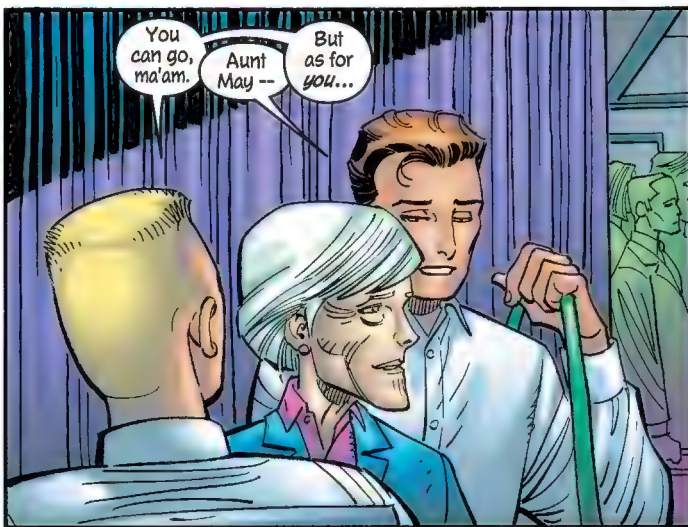
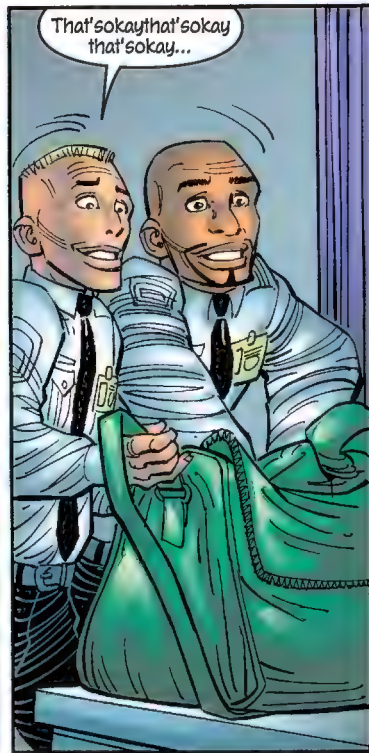
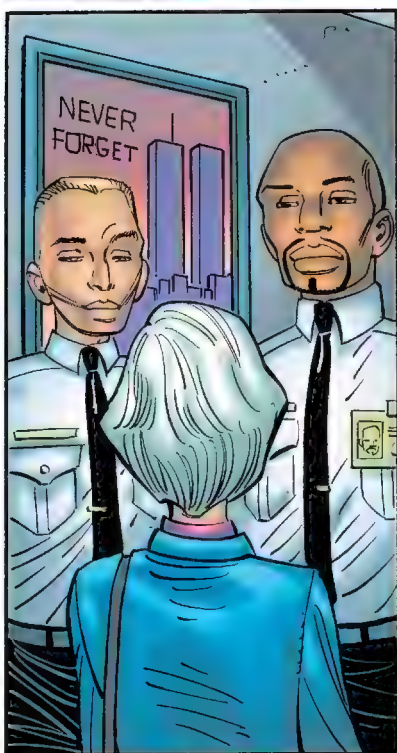




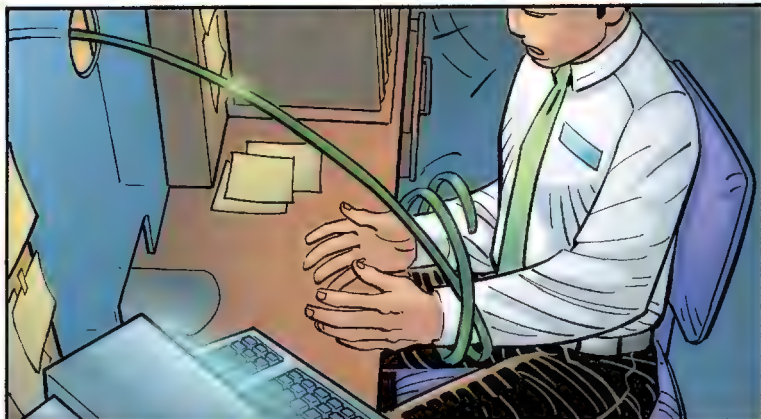
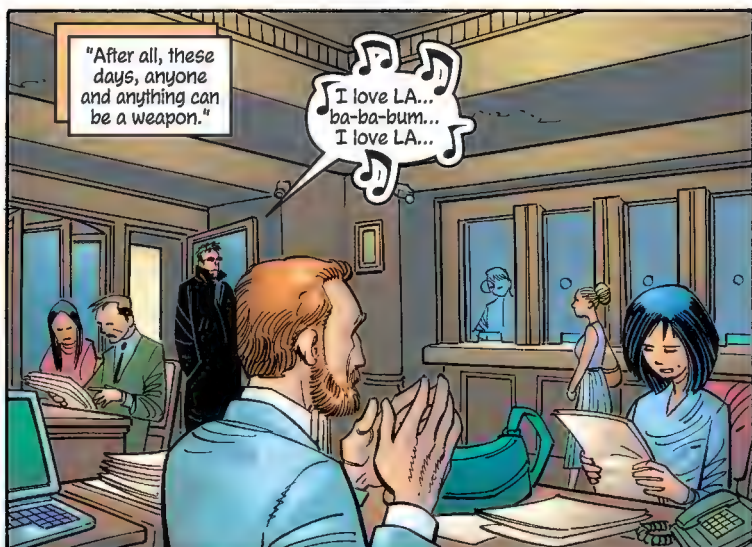




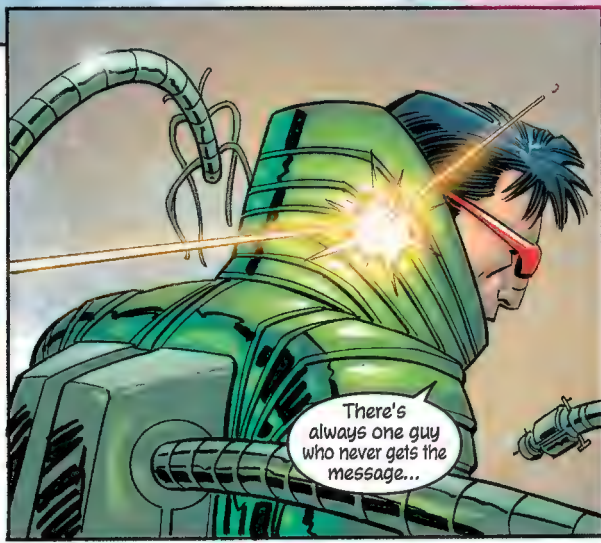








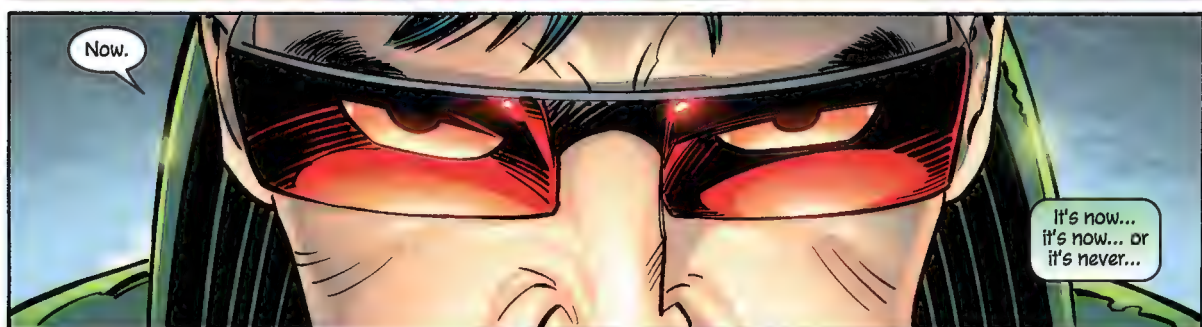
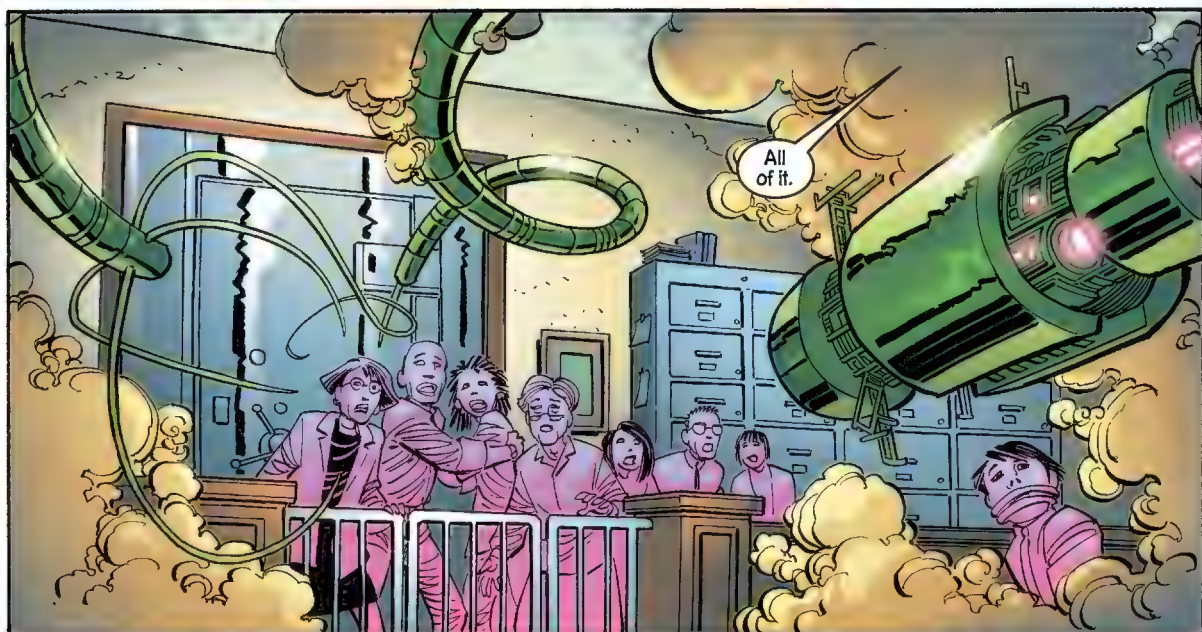




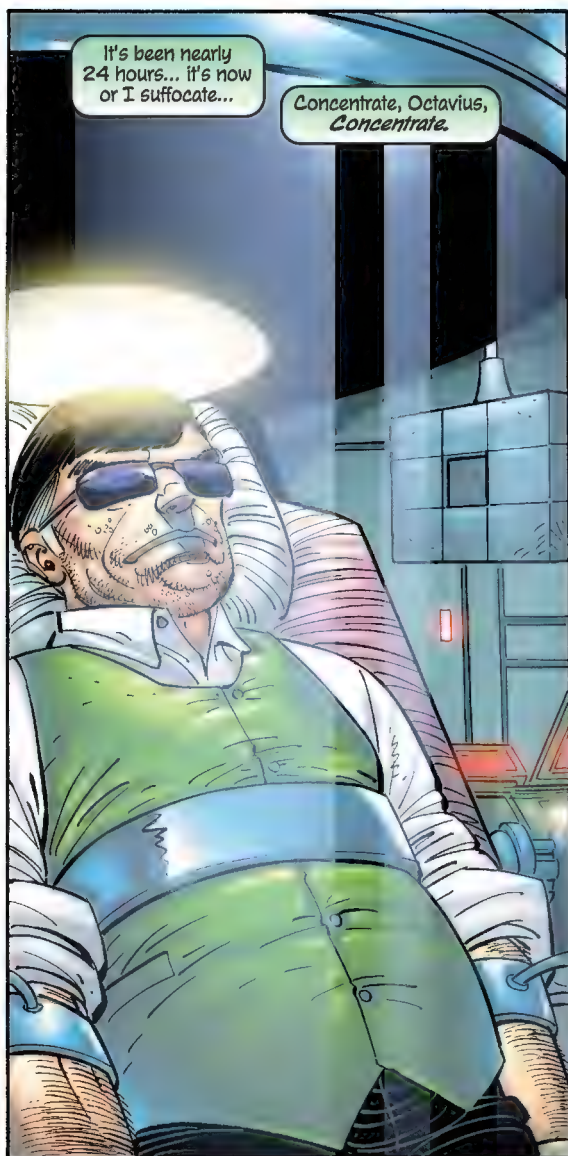






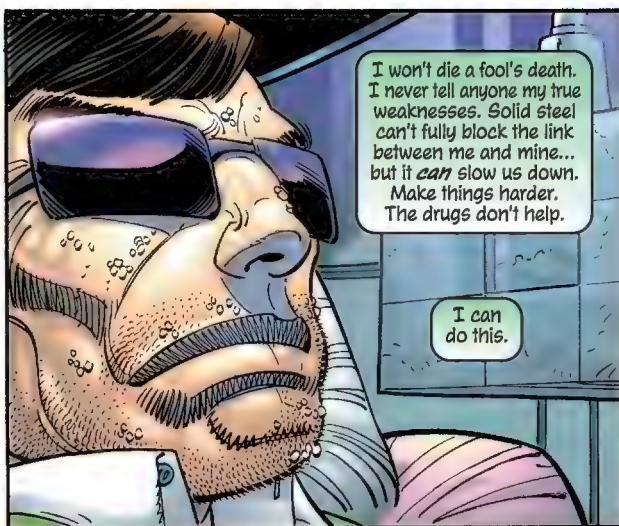






It's been nearly 24 hours... it's now or I suffocate...

Concentrate, Octavius, *Concentrate.*



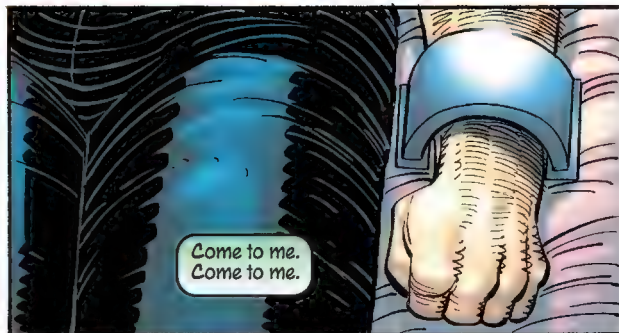
I won't die a fool's death. I never tell anyone my true weaknesses. Solid steel can't fully block the link between me and mine... but it *can* slow us down. Make things harder. The drugs don't help.

I can do this.

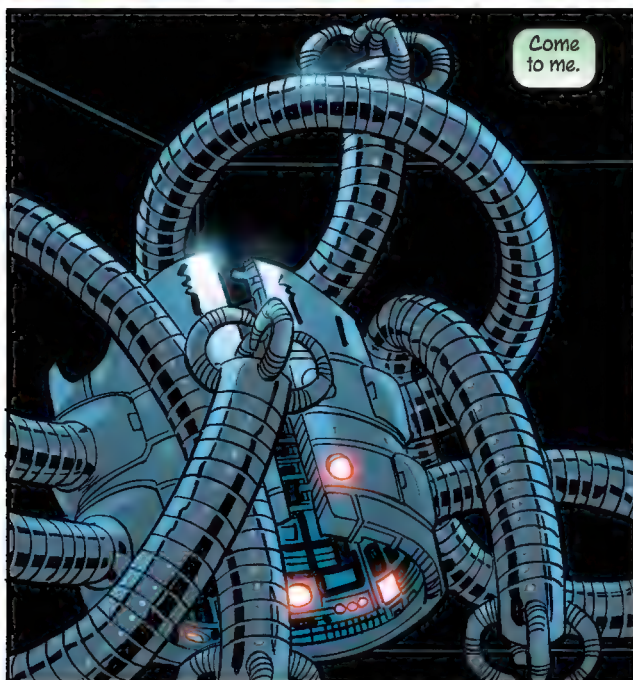


I can do this.

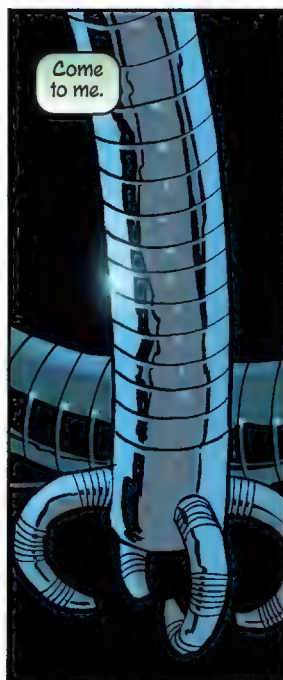
Come to me.



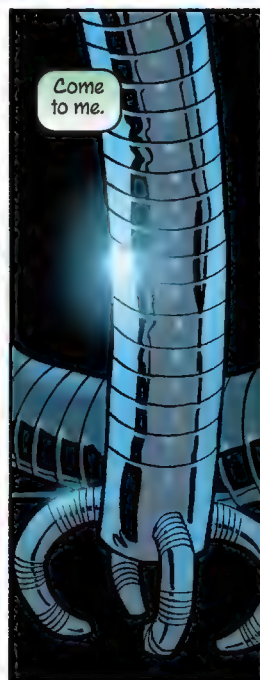
Come to me. Come to me.



Come to me.

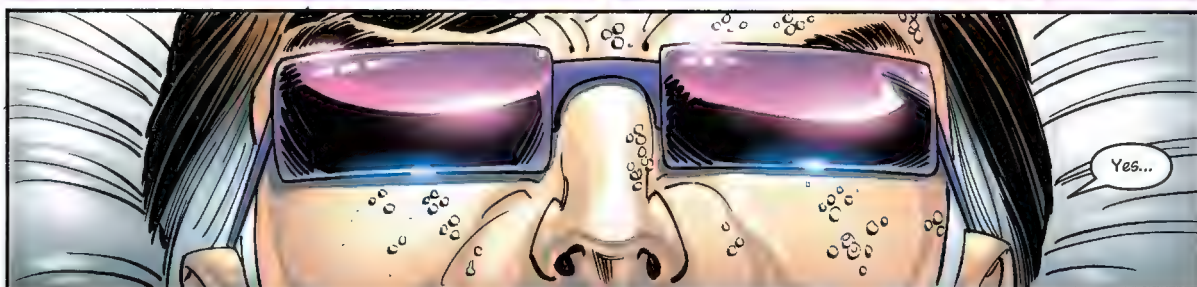
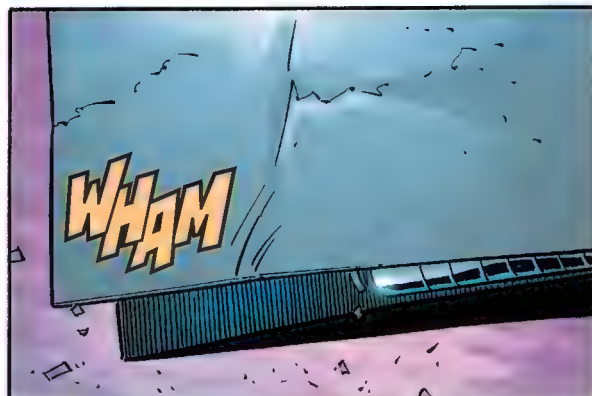
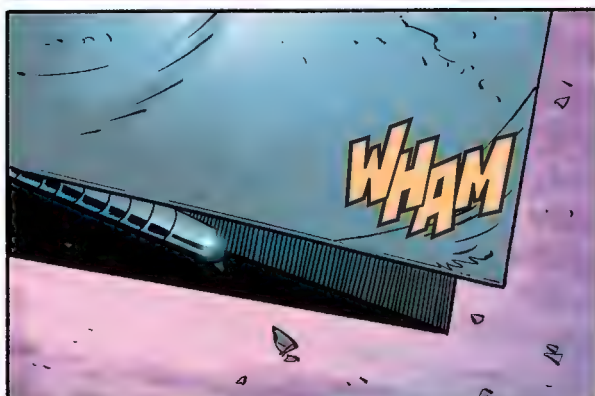
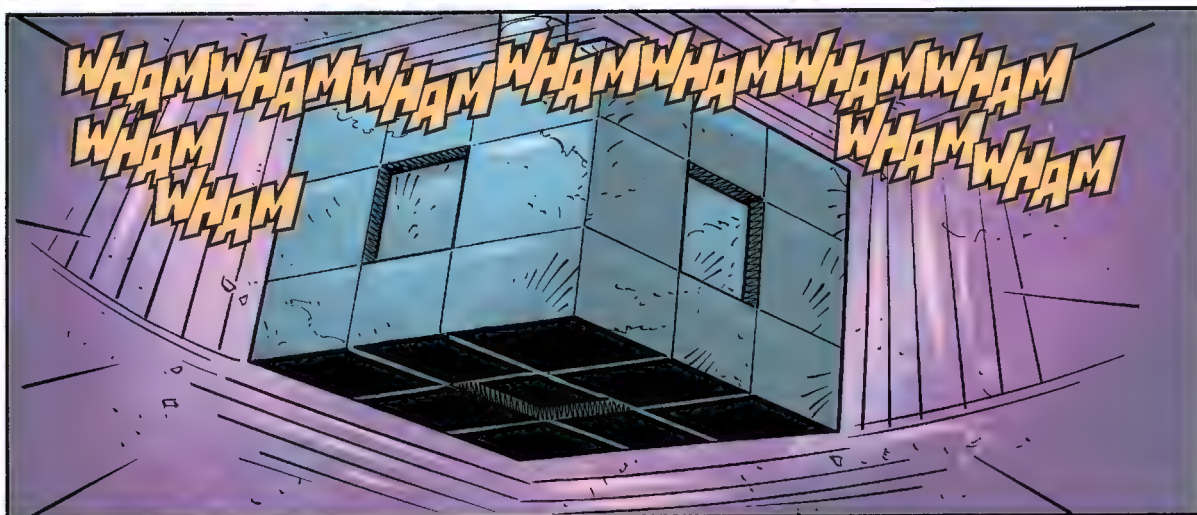
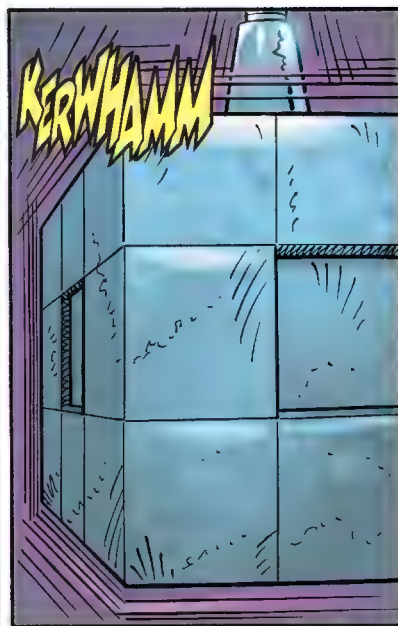
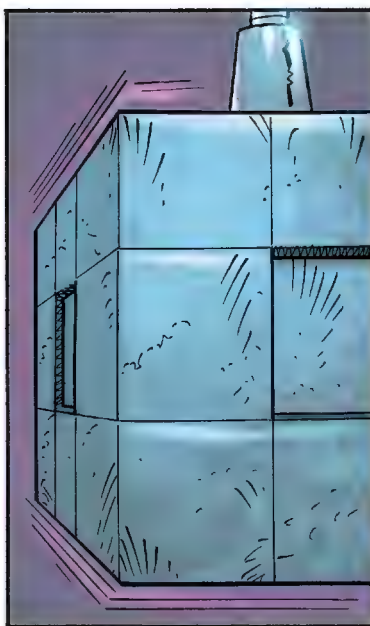
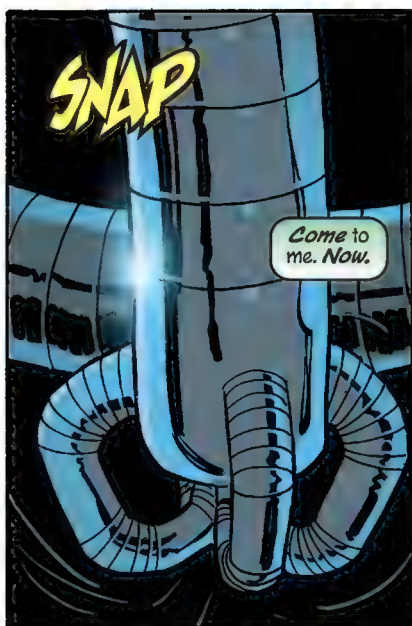


Come to me.

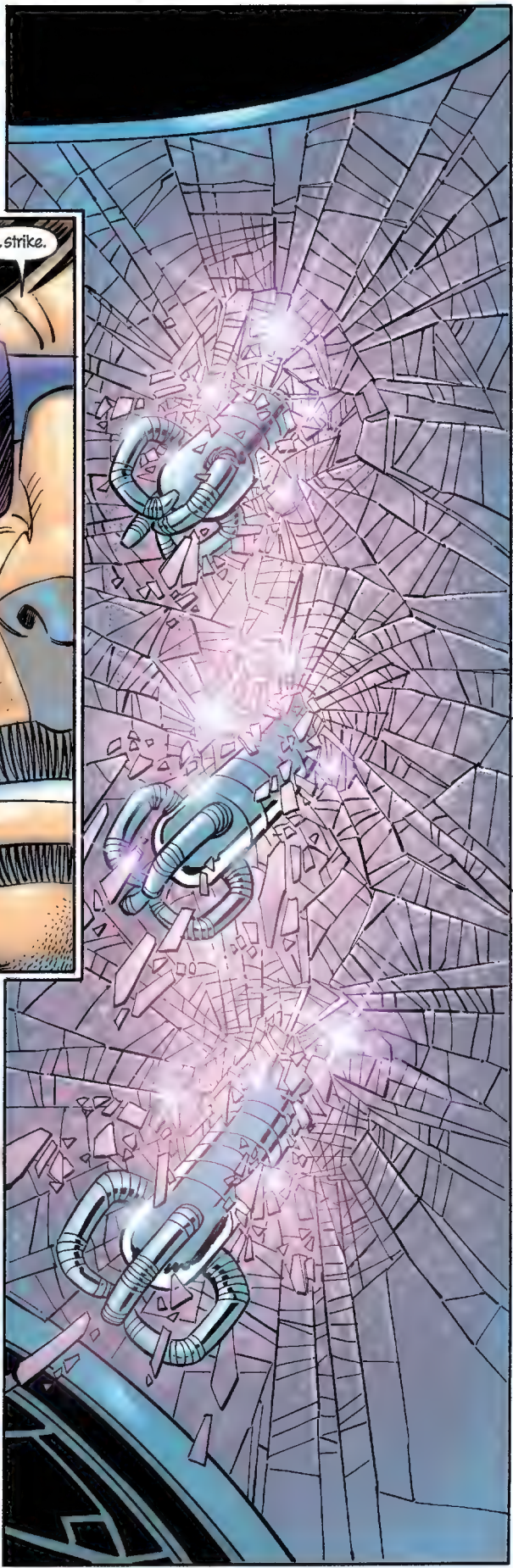
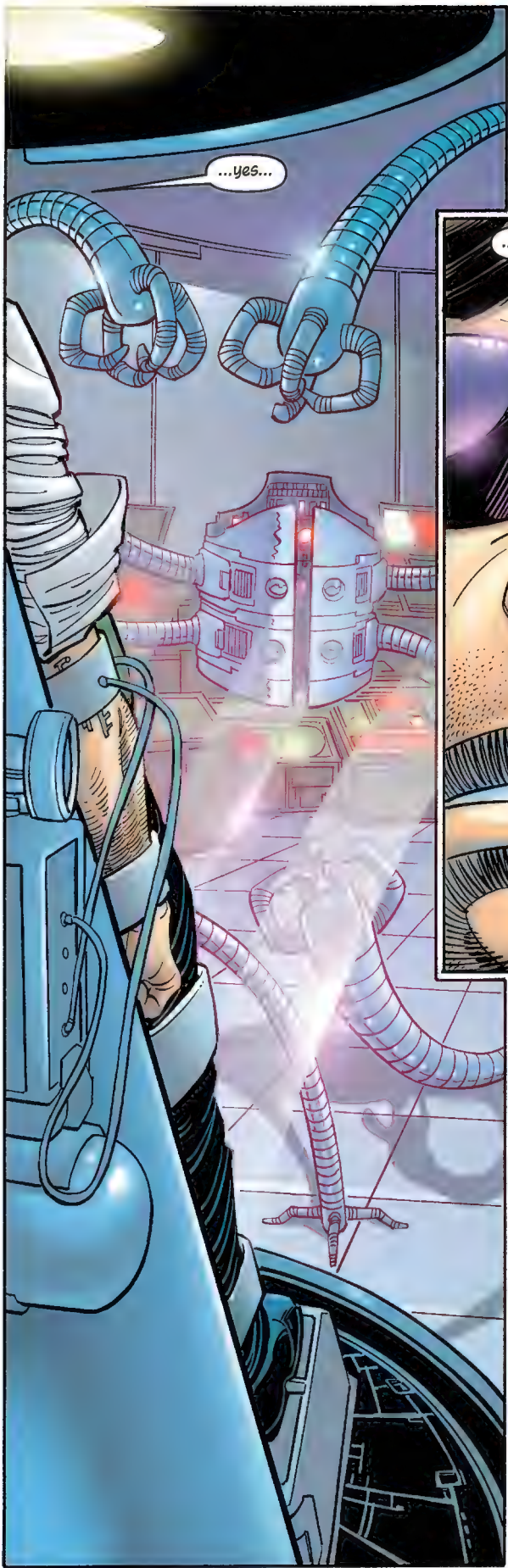


Come to me.

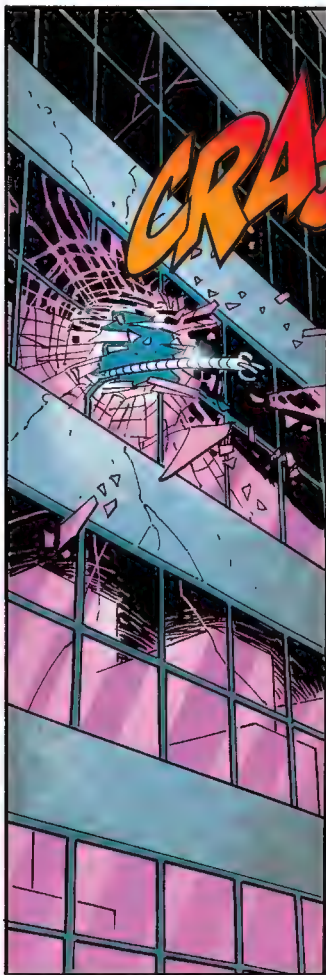
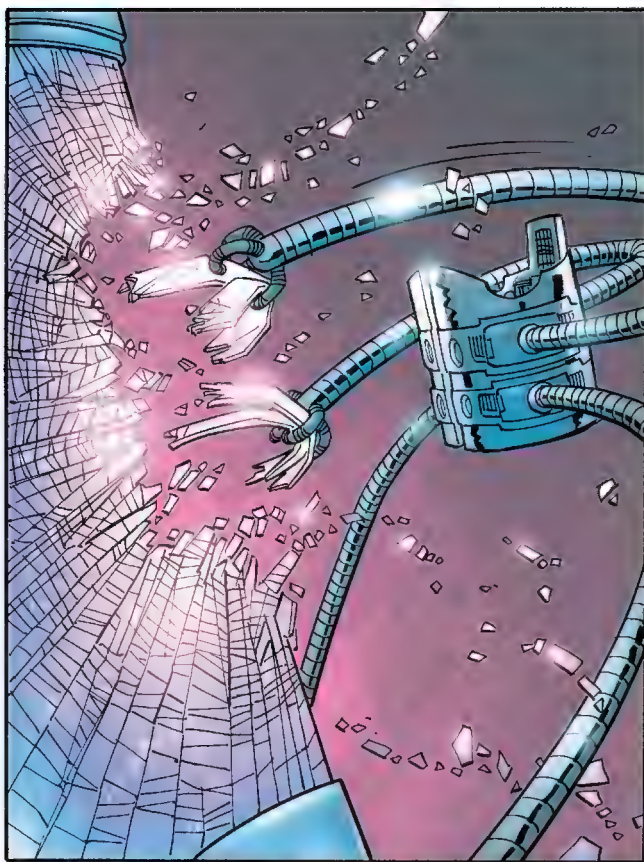




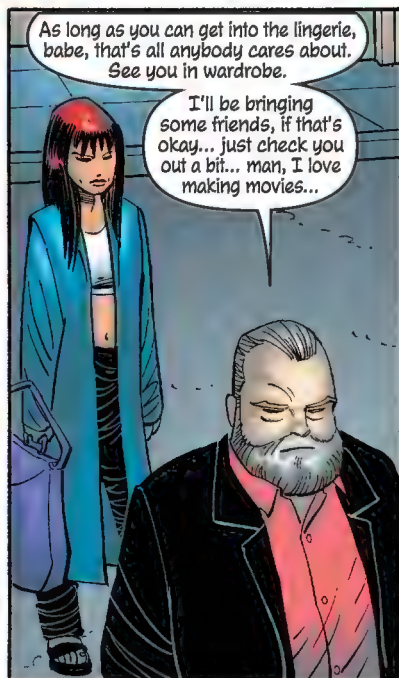
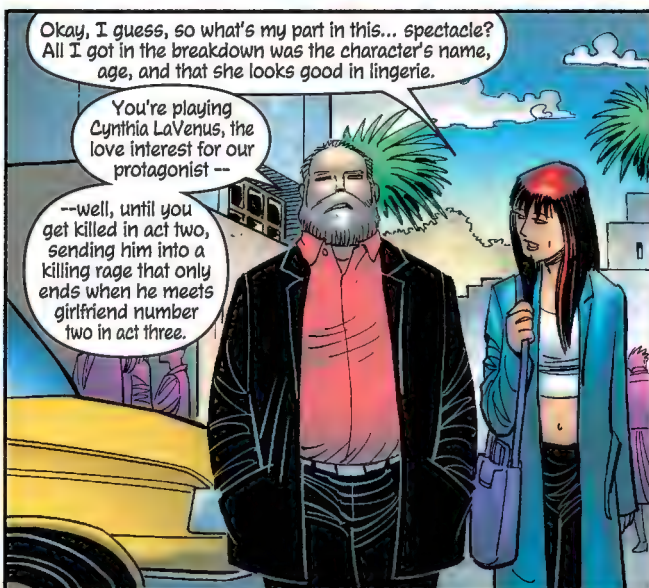
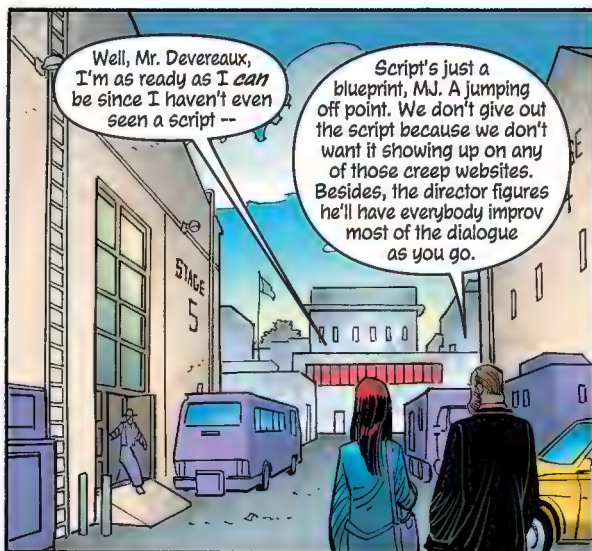




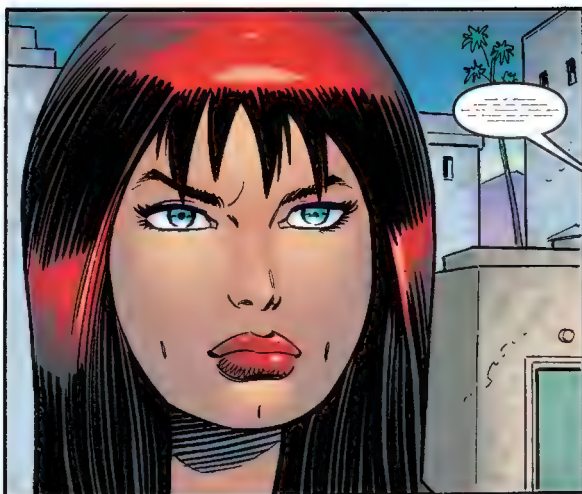




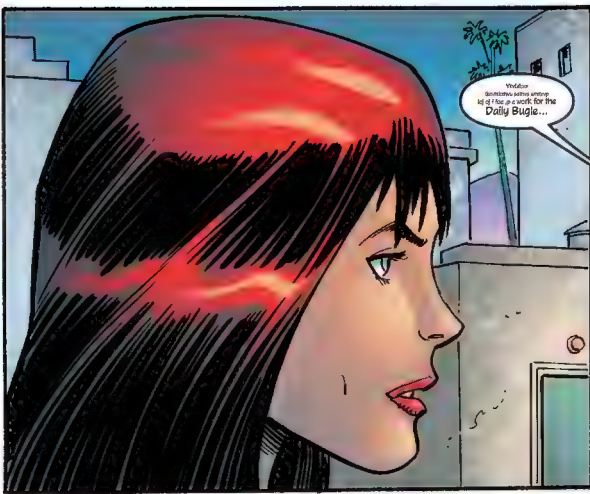








...the Bugle...  
...the Bugle...  
...the Bugle...



...the Bugle...  
...the Bugle...  
...the Bugle...

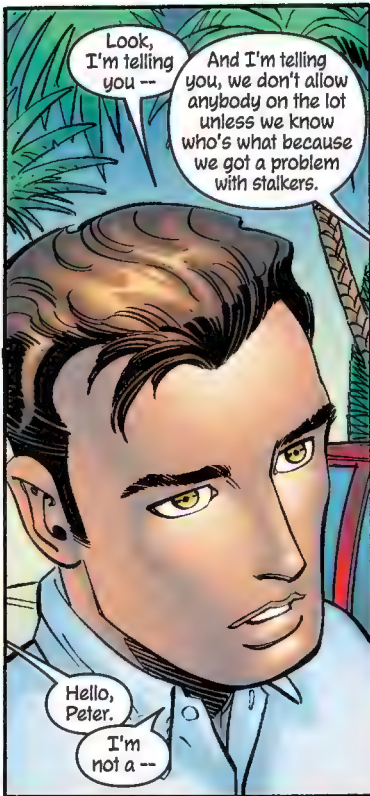


--so you can call the Bugle and they'll confirm who I am. They sent me to get some behind-the-scene pictures --

You with the union?  
We can't have photographers here unless they're with the union --

If I can just make a call to the set --

Can't do that, sorry.



Look, I'm telling you --

And I'm telling you, we don't allow anybody on the lot unless we know who's what because we got a problem with stalkers.

Hello, Peter.

I'm not a --



"Hello, Peter"?



Just give me five minutes before you have me thrown off the lot, MJ.

You've got two. Make the best of them.

TO BE  
CONTINUED



M A R V E L® C O M I C S

# *the* AMAZING SPIDER-MAN®



**MARVEL**

44

**STRACZYNSKI  
ROMITA JR.  
HANNA**

JRVR  
SH  
D





MJ, c'mon, it's gonna take me a lot more than two minutes to explain what happened --

One minute fifty-eight, a minute fifty-seven, minute fifty-six --

**STAN LEE**  
presents:

**J. MICHAEL STRACZYNSKI**  
words  
**JOHN ROMITA jr**  
pictures  
**SCOTT HANNA**  
inks  
**DAN KEMP**  
colors  
**RS & COMICRAFT's JIMMY B!**  
letters

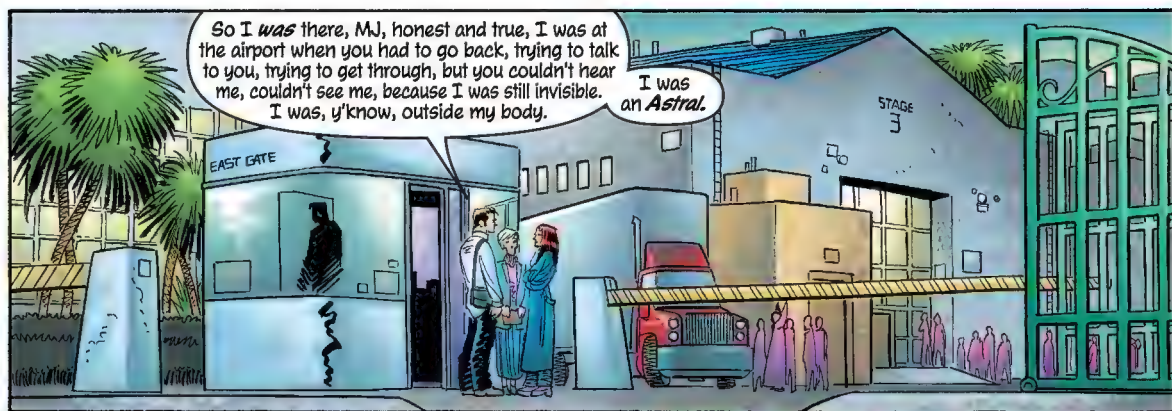
**JOHN MIESEGAES**  
assistant editor  
**AXEL ALONSO**  
editor  
**JOE QUESADA**  
chief  
**BILL JEMAS**  
president

# Arms and the Men

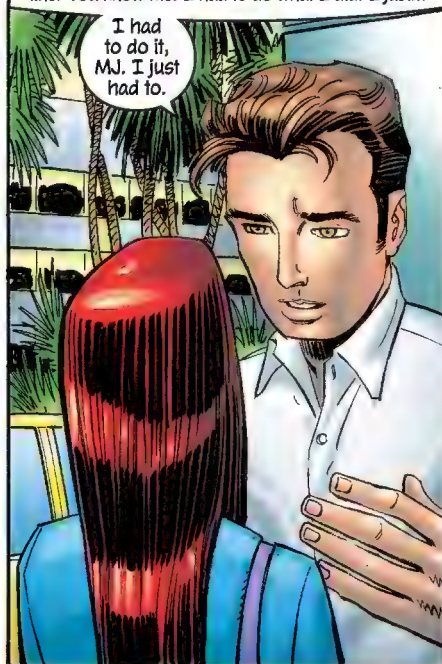


A convict named the Shade had found a way out by escaping into the astral plane except things went wrong and he got trapped in-between and the only way he could come back to the physical world was to grab kids off the street to balance everything out because nobody'd miss them so I went to Doc Strange because I've never been to the astral plane though turns out it's actually a lot like New Jersey which I only know 'cause I was there but in astral form and I took care of the problem but time goes different there than here and by the time I got back still in astral form it was twenty-four hours later and I'd missed picking you up at the airport, missed the chance to talk to you, but I raced for the airport anyway just to see you, to try to talk to you on the way out.





Look, MJ, I'm sorry I wasn't there. If there was any way I could have been there, I swear I would have moved heaven and earth to make it happen. But there were something like thirty kids whose lives were on the line. You know me. I had to do what I did. I just...



I know. But that's always been the problem with us, Peter. There's what you feel you *have* to do, and what you *want* to do.

I just don't know if I want to be the part of your life you consider optional.

But you've never *been* optional, MJ.

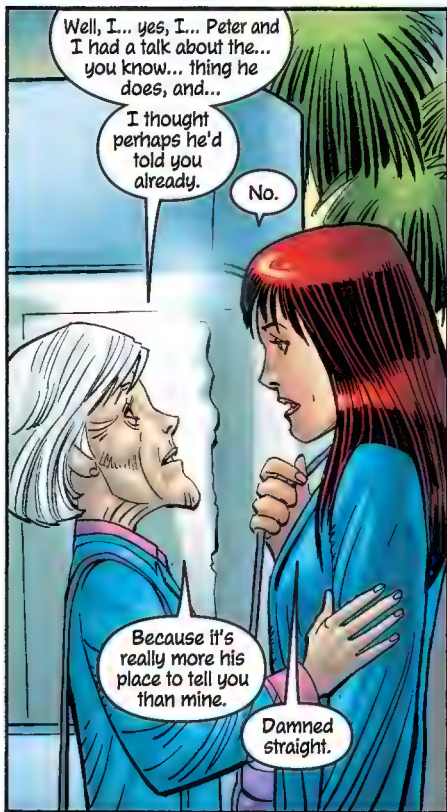


Every happy thought I ever had begins and ends with you, and every unhappy thought begins with the realization that you're not there, because I screwed up.

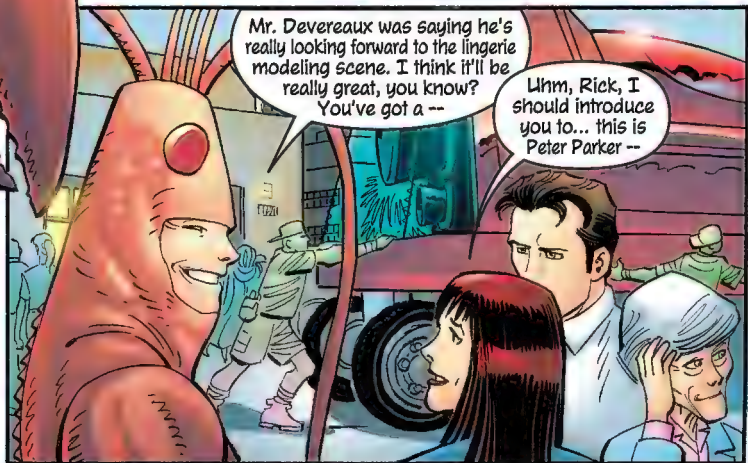
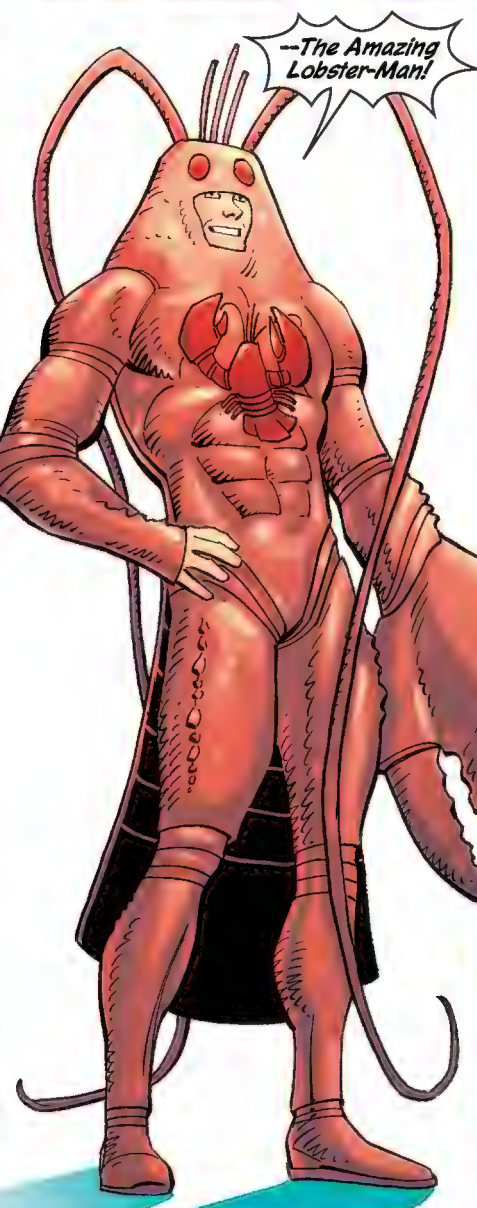
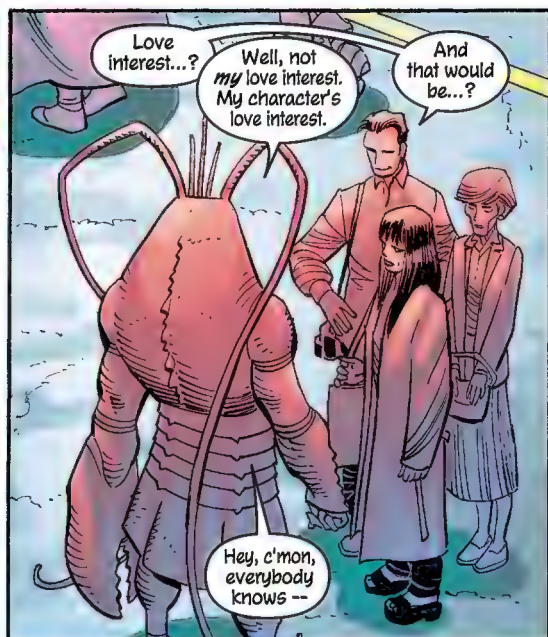
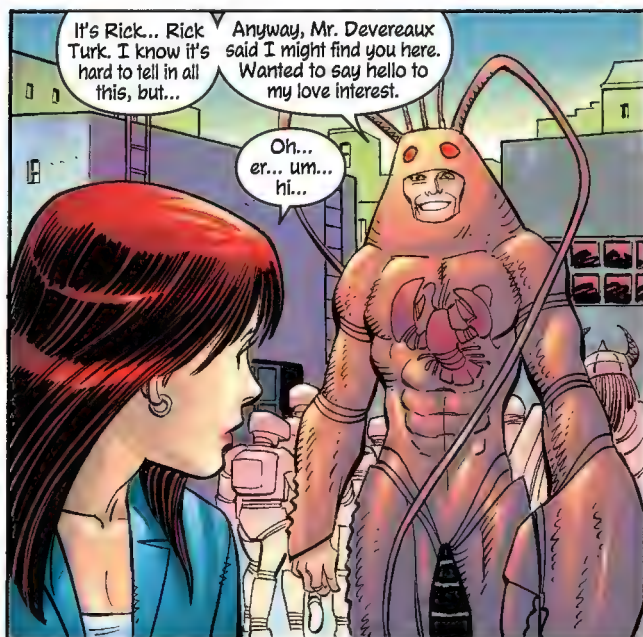
I want to make it right, MJ, and I'll do anything to make that happen. Anything.



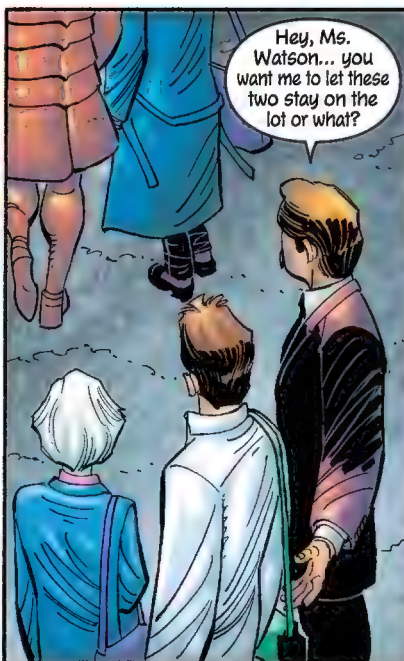
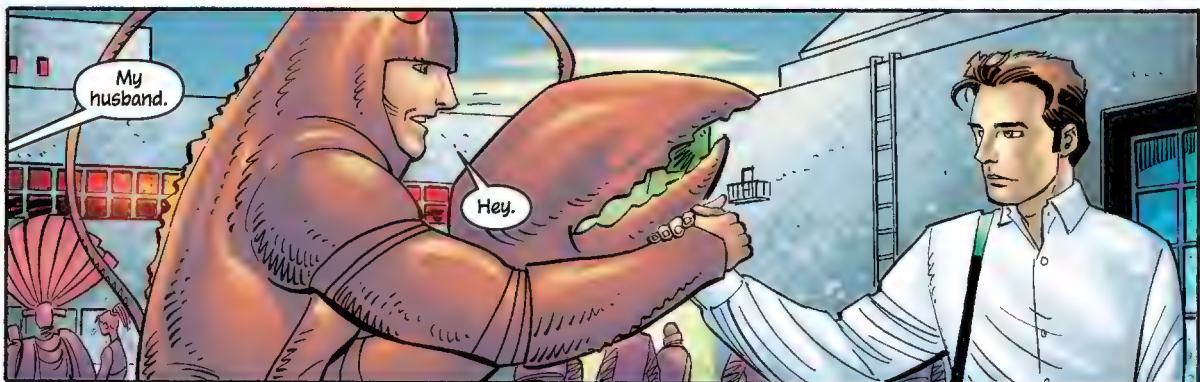
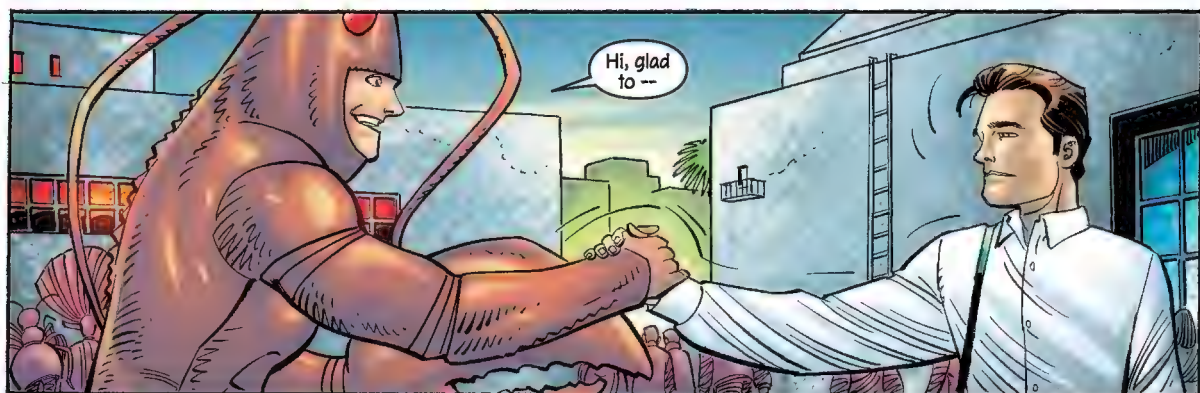




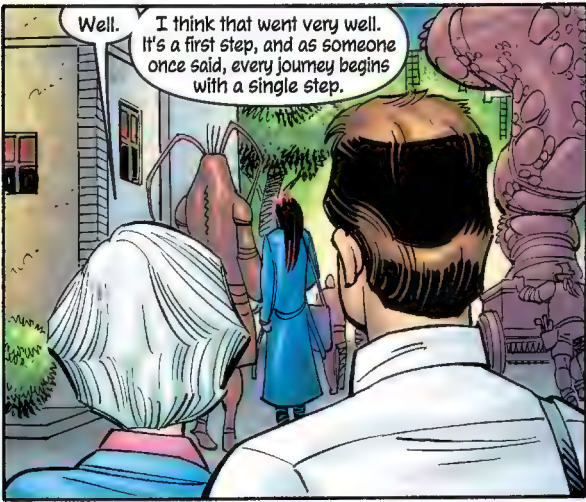












Well.

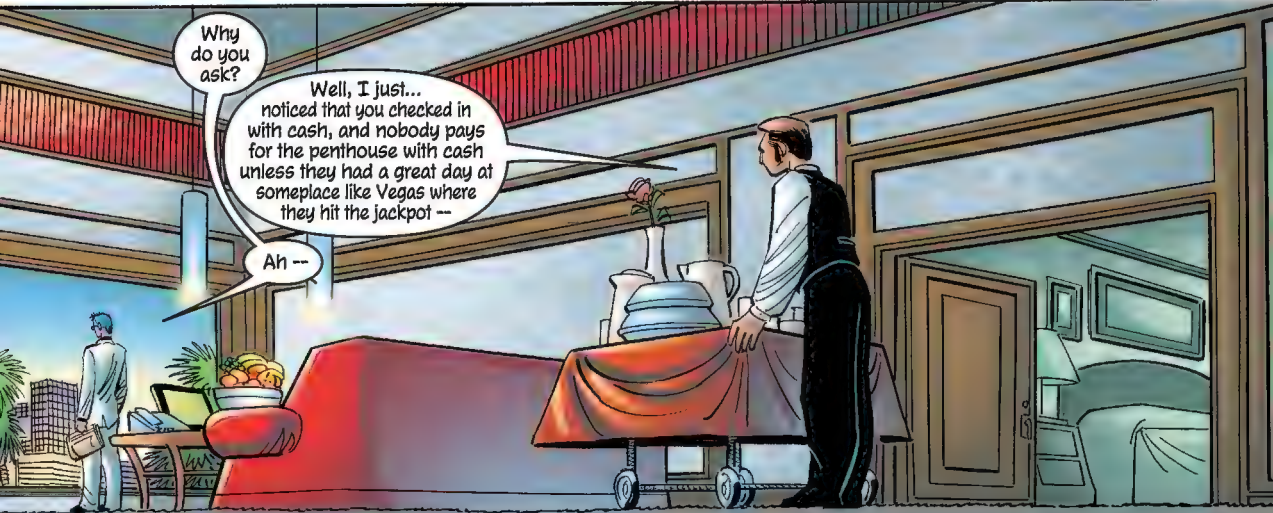
I think that went very well. It's a first step, and as someone once said, every journey begins with a single step.



Of course, this may be a very *long* journey, but even so, at least it's off to a start.

Yeah... I suppose it is.

"So you've had a good day, sir?"



Why do you ask?

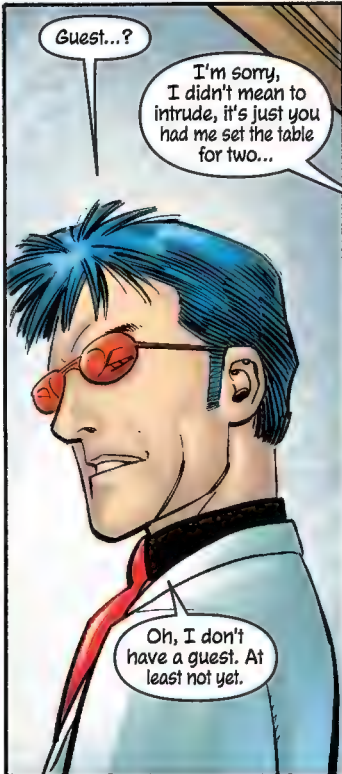
Well, I just... noticed that you checked in with cash, and nobody pays for the penthouse with cash unless they had a great day at someplace like Vegas where they hit the jackpot --

Ah --



In that case, yes, you might say I've had a very good day.

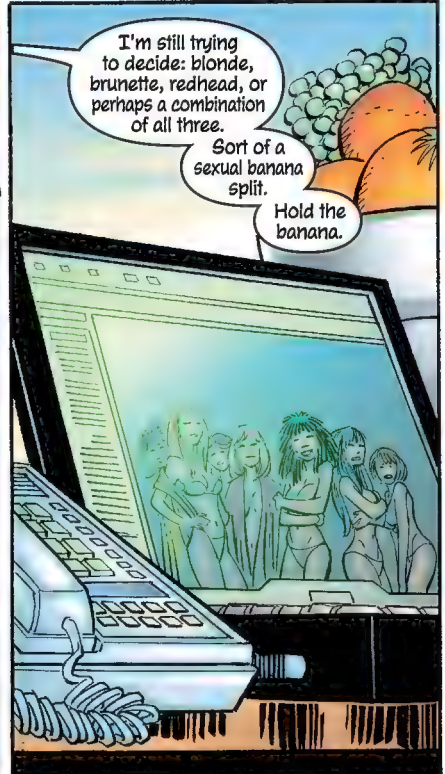
Well, congratulations to you and your guest.



Guest...?

I'm sorry, I didn't mean to intrude, it's just you had me set the table for two...

Oh, I don't have a guest. At least not yet.

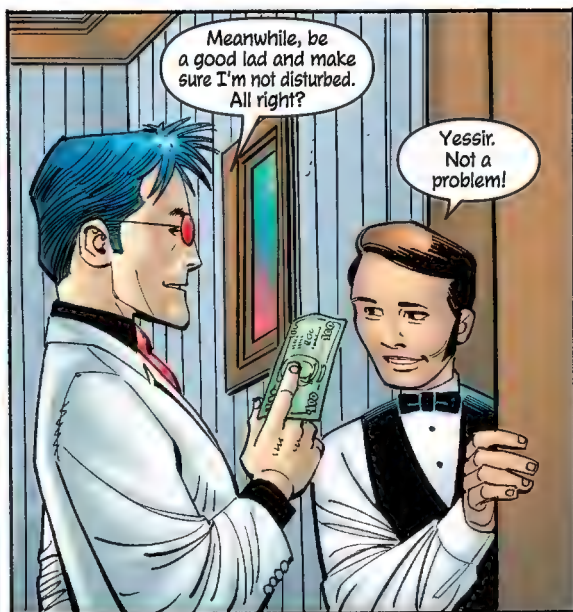


I'm still trying to decide: blonde, brunette, redhead, or perhaps a combination of all three.

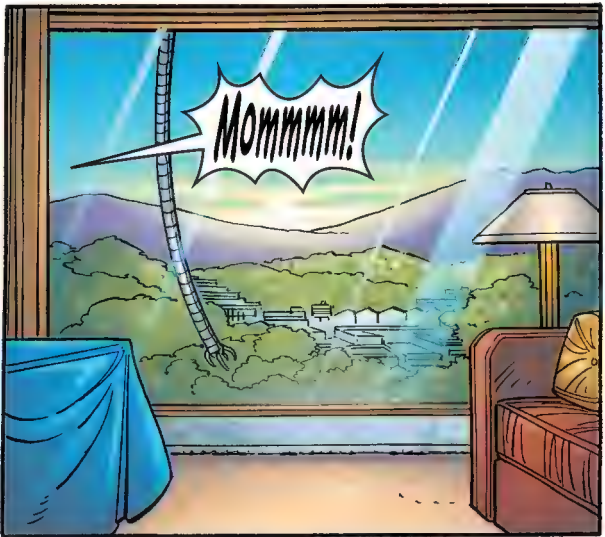
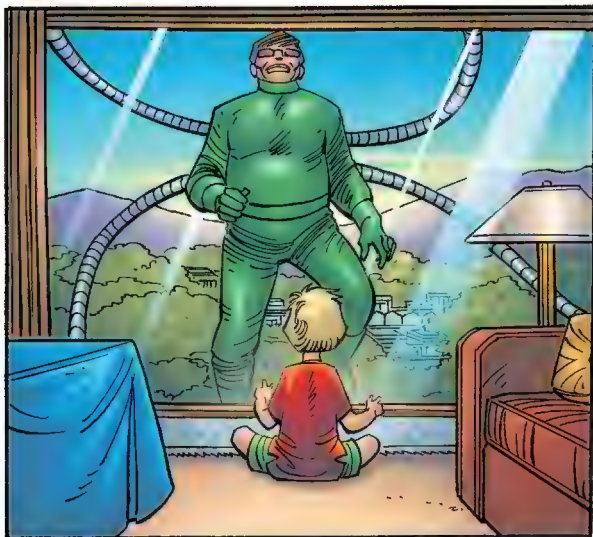
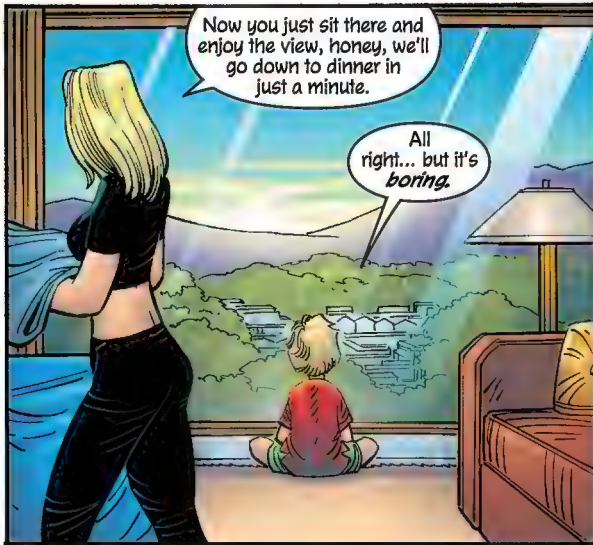
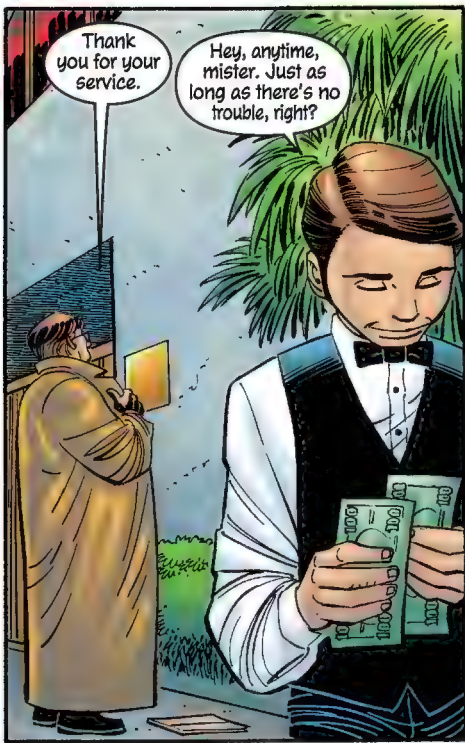
Sort of a sexual banana split.

Hold the banana.

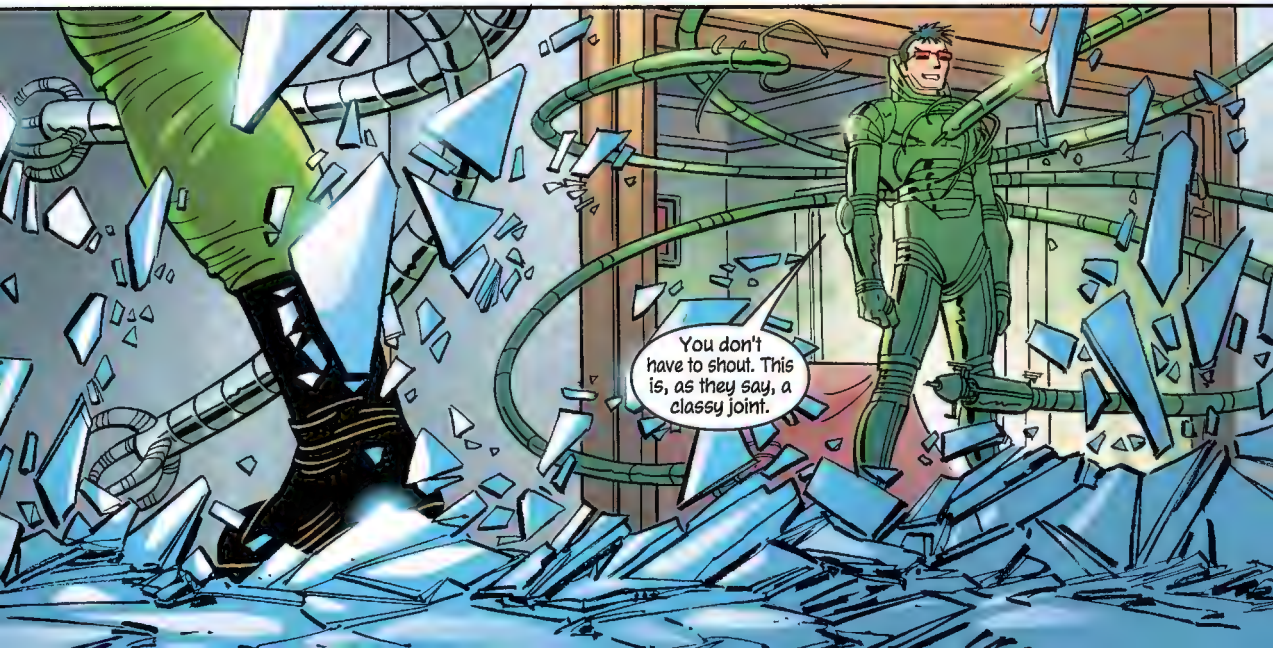
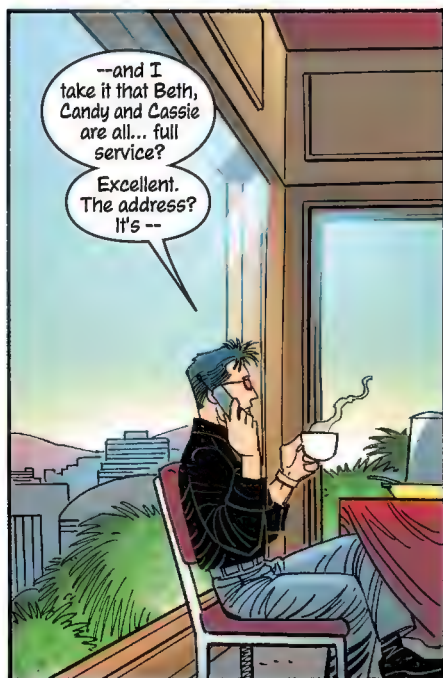




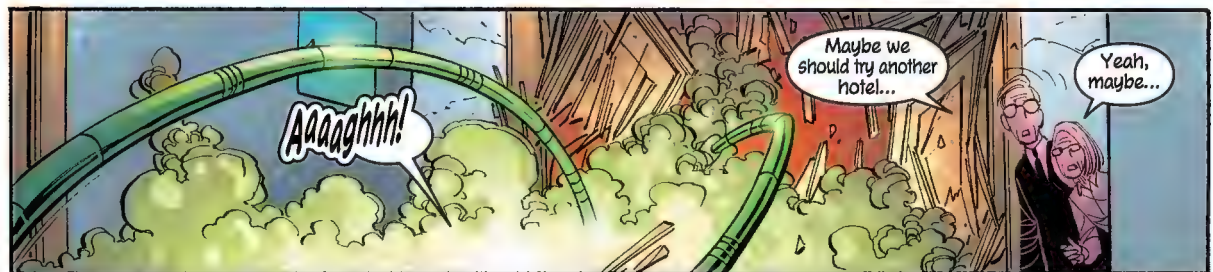
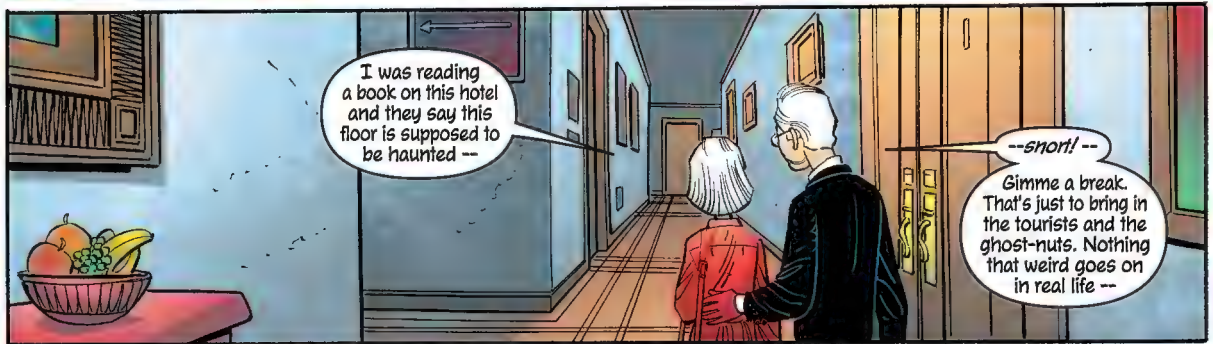
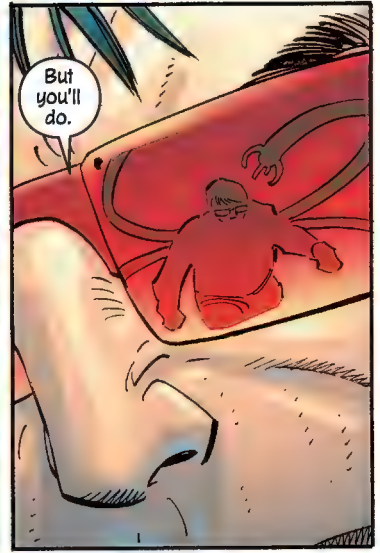




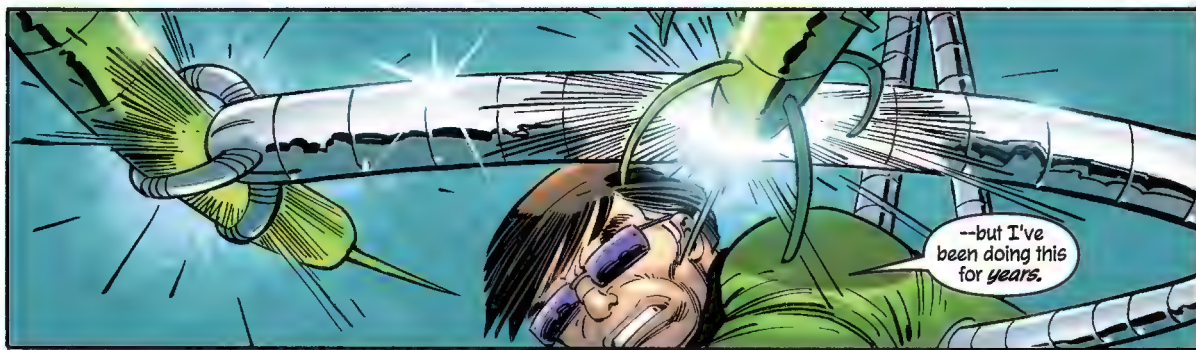
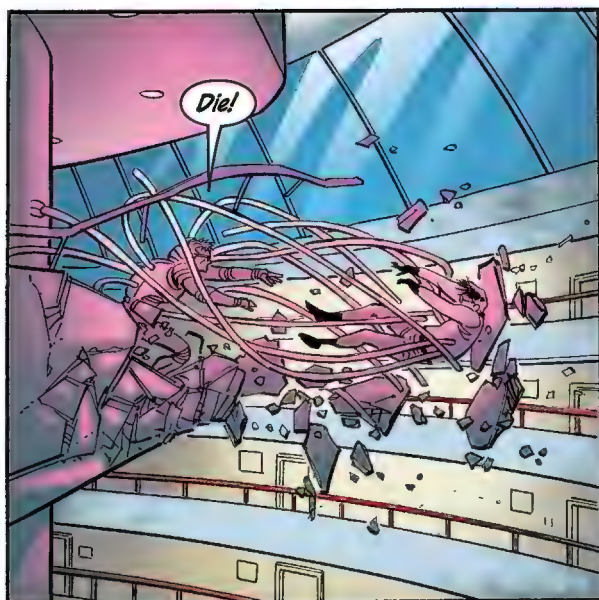




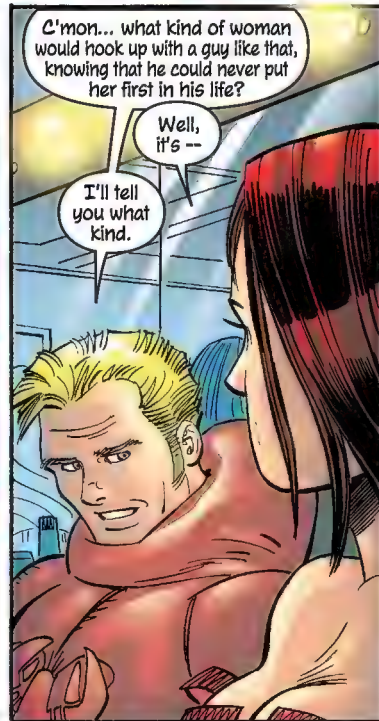
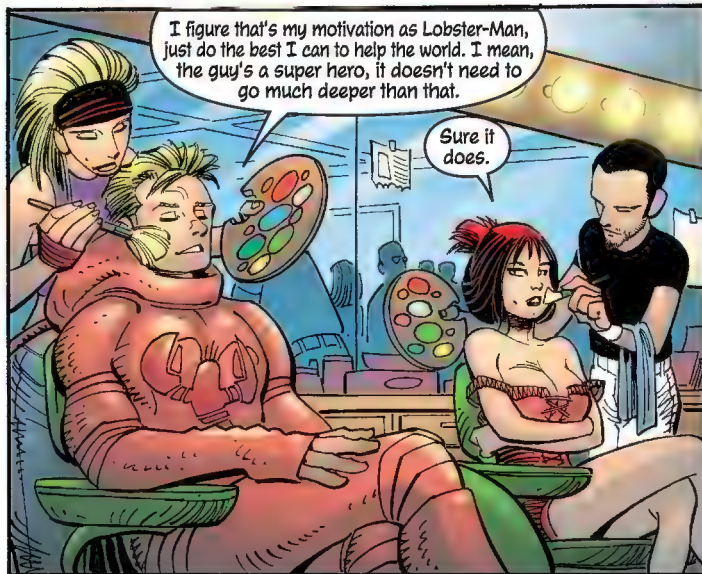
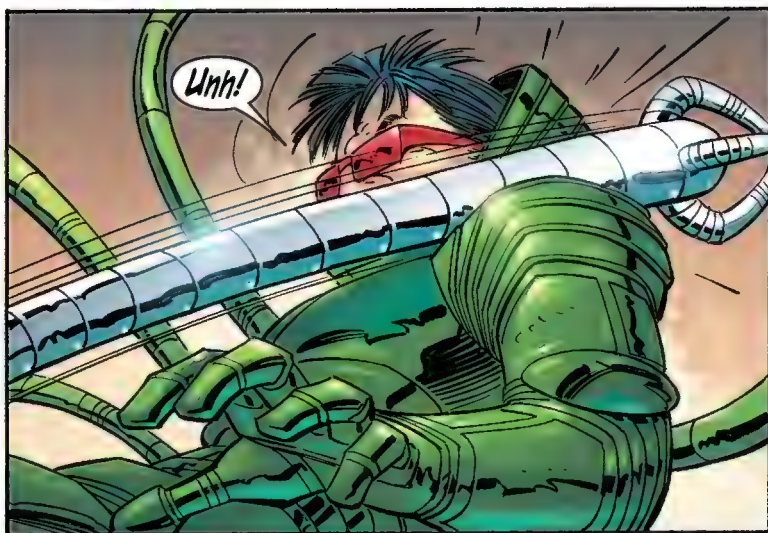




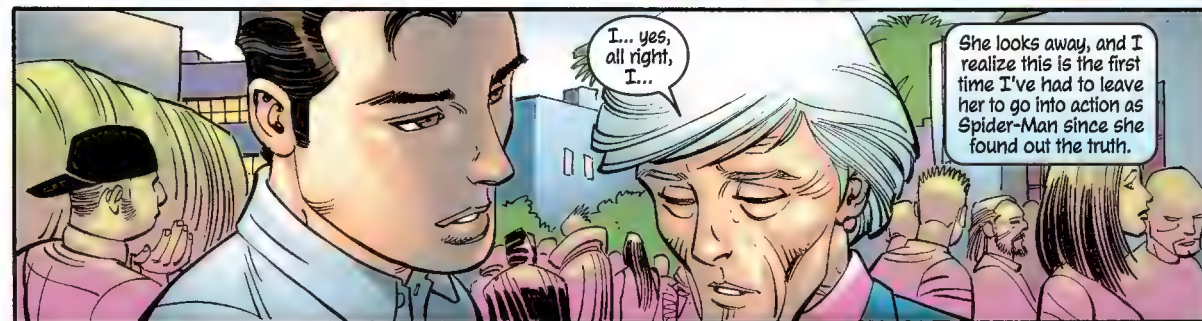
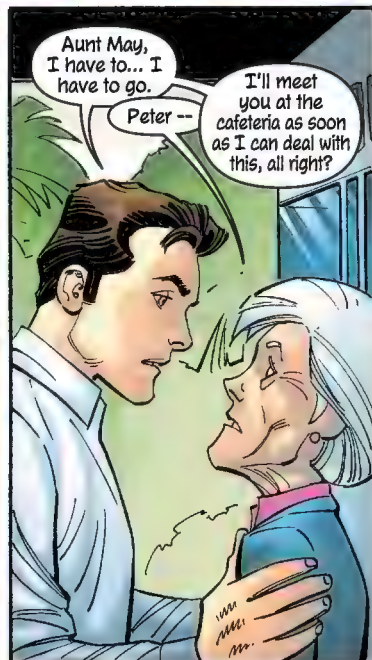
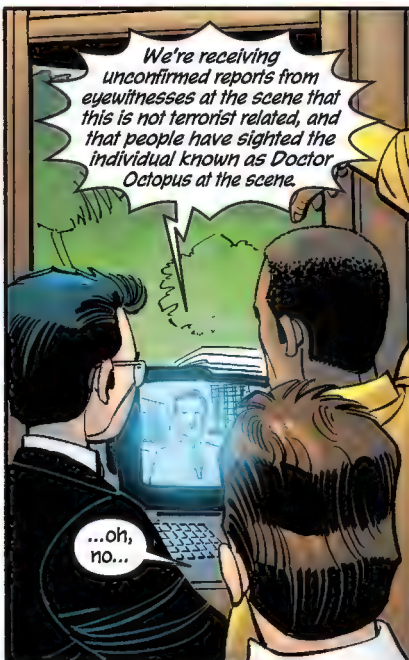
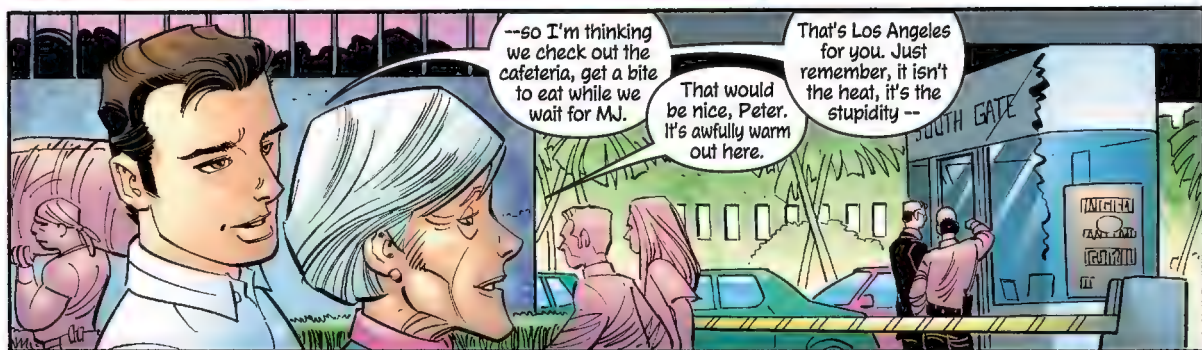
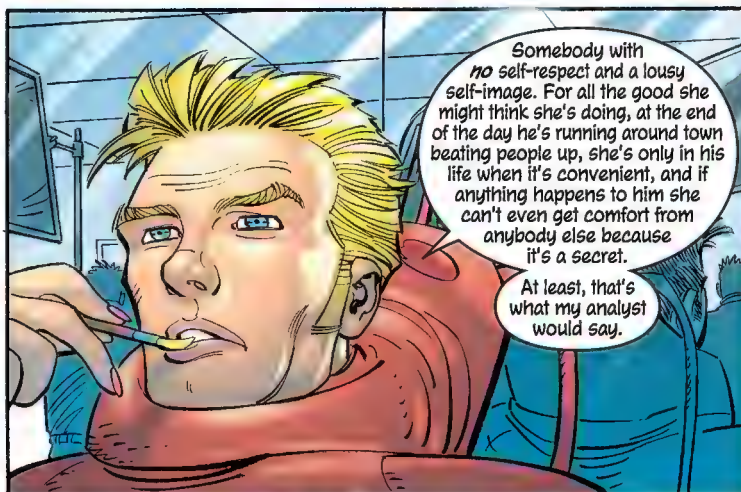




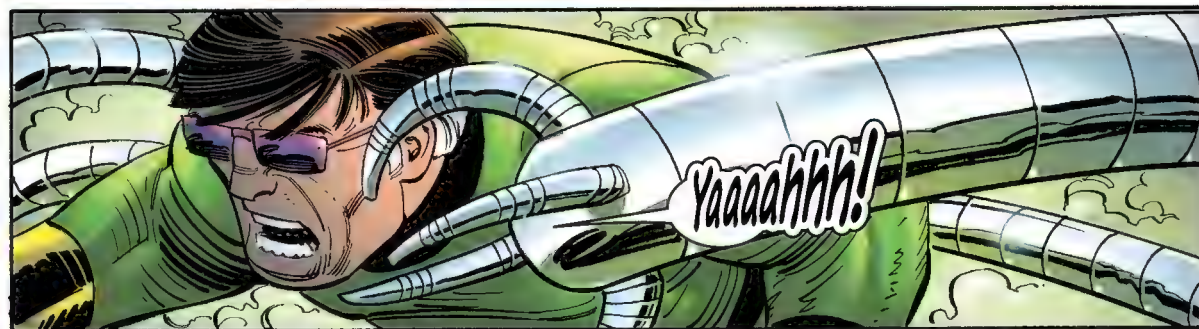
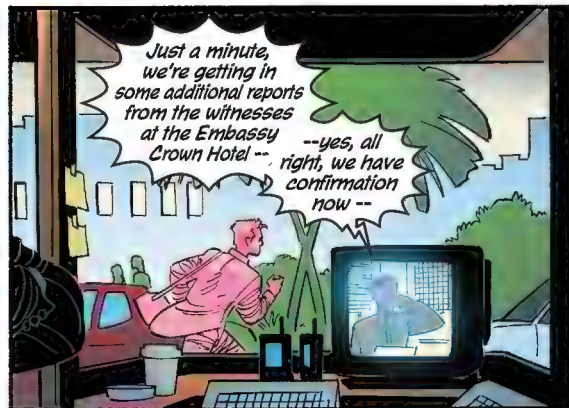
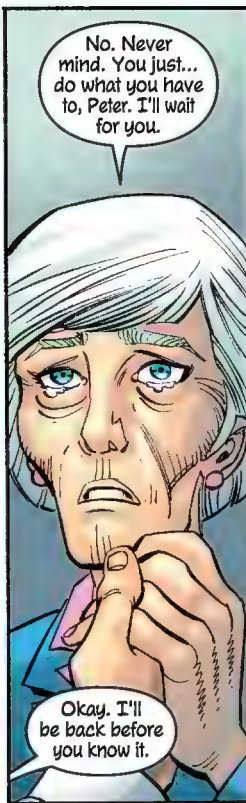
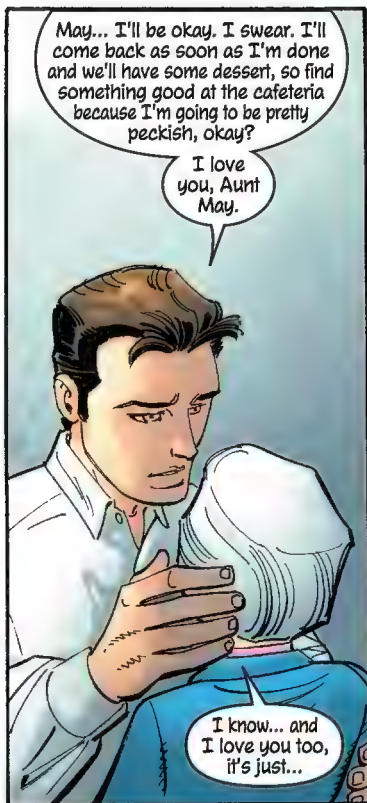




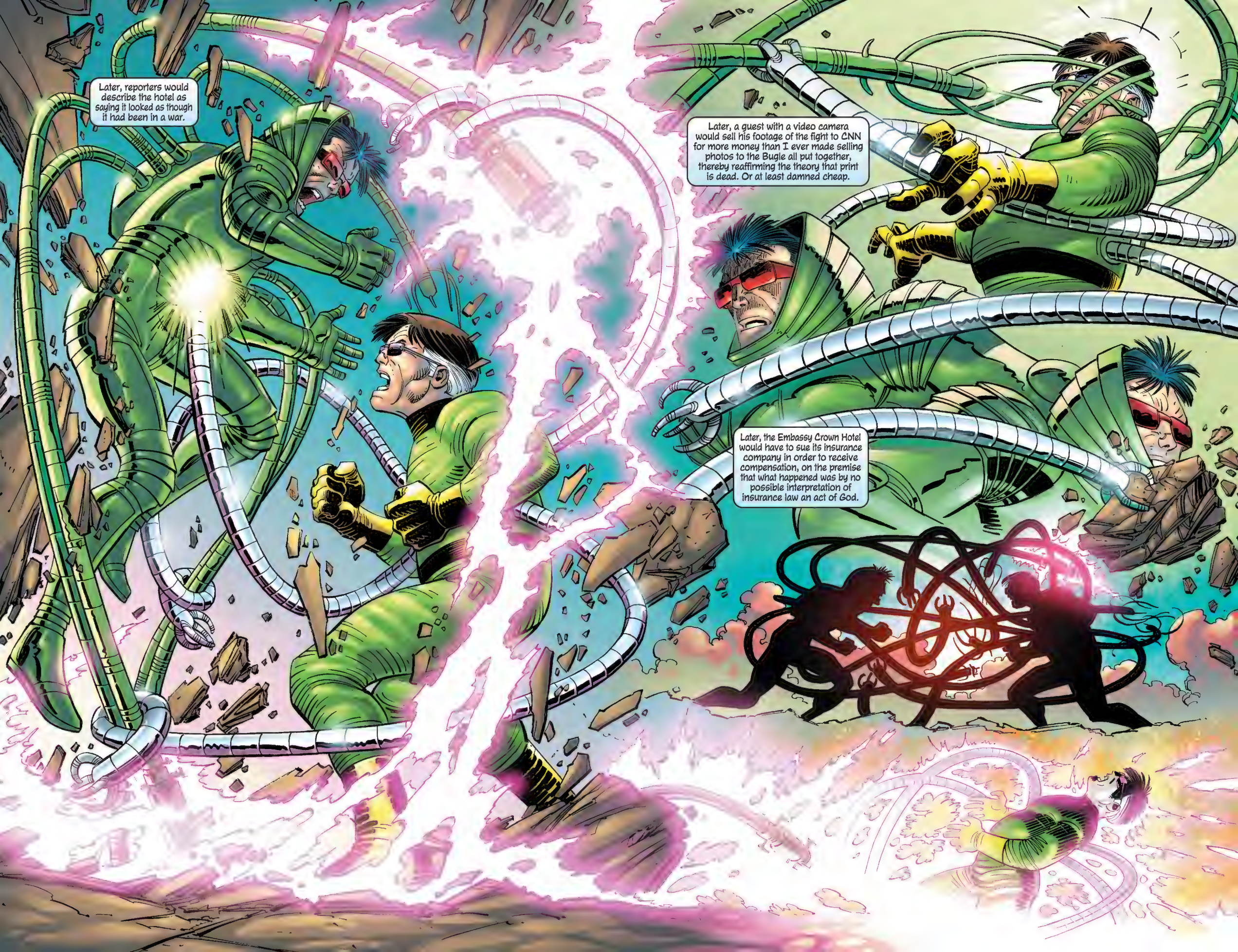










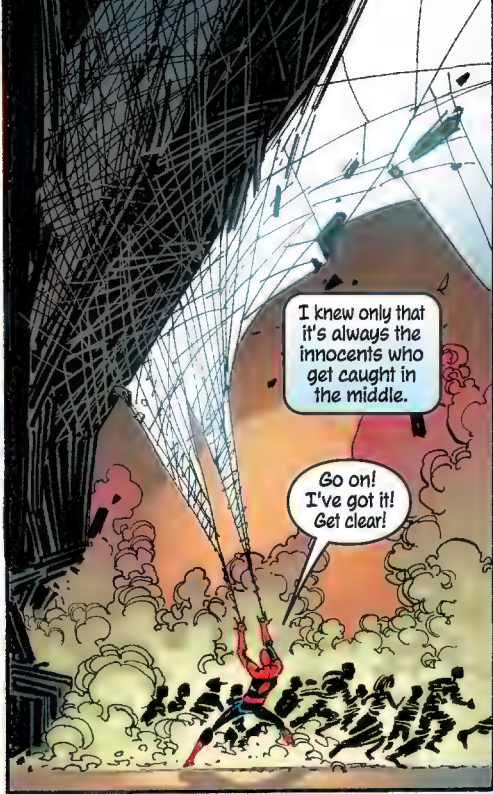
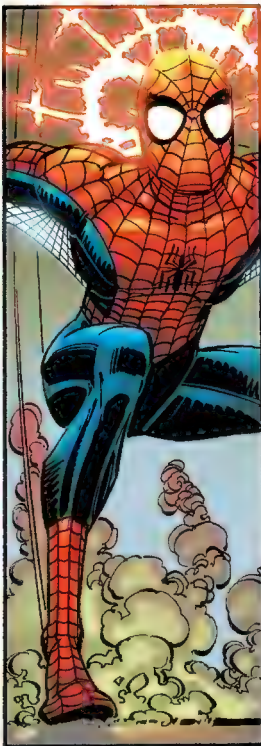
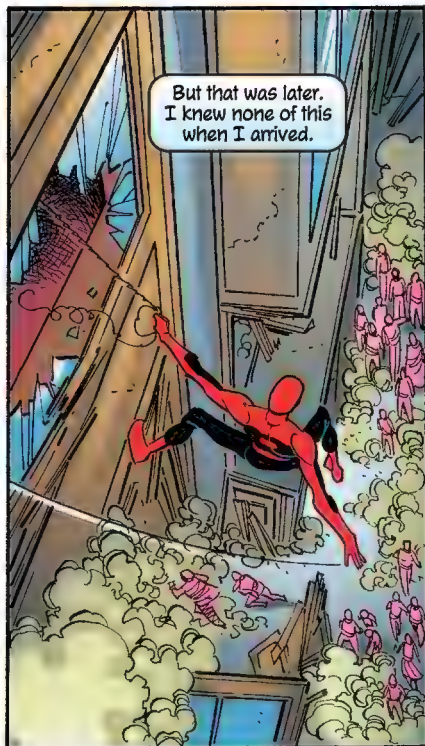


Later, reporters would describe the hotel as saying it looked as though it had been in a war.

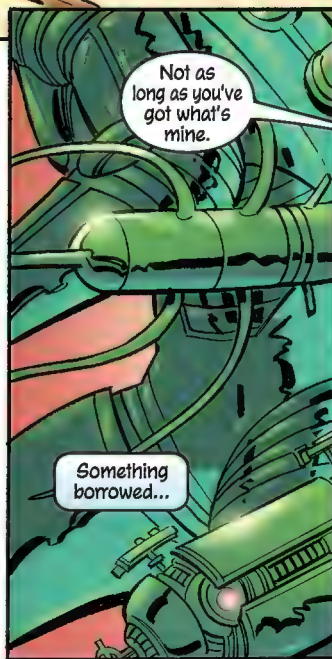
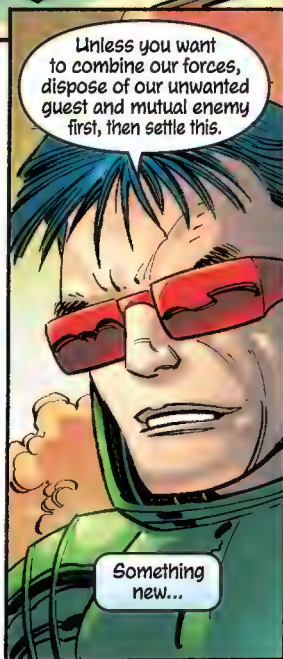
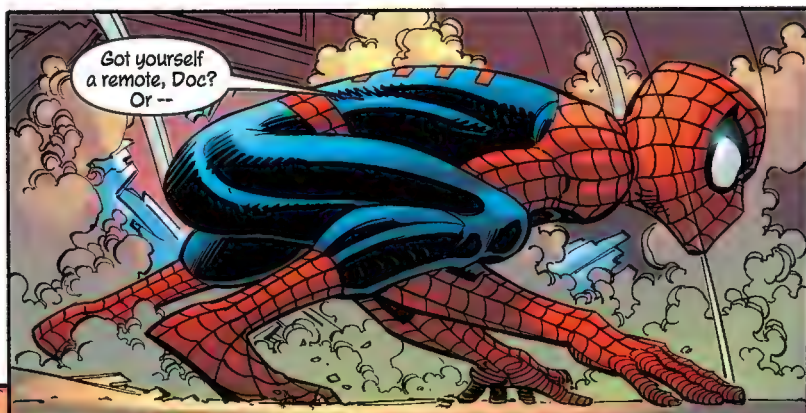
Later, a guest with a video camera would sell his footage of the fight to CNN for more money than I ever made selling photos to the Bugle all put together, thereby reaffirming the theory that print is dead. Or at least damned cheap.

Later, the Embassy Crown Hotel would have to sue its insurance company in order to receive compensation, on the premise that what happened was by no possible interpretation of insurance law an act of God.













I decide what's going on matters less than stopping them before this whole place comes down around us.



What the --

Tie him up for a second --



--while I deal with Ock. I know his tricks enough to --



Uhhh!

He's learned some new ones.

I warned you. You wouldn't listen.



Move! Move! Move!



Now pay the price.



"We're now getting reports that Spider-Man has been seen at the site of the hotel attack."





The last witnesses to flee the building describe a brutal fight between those involved --



--practically a war --

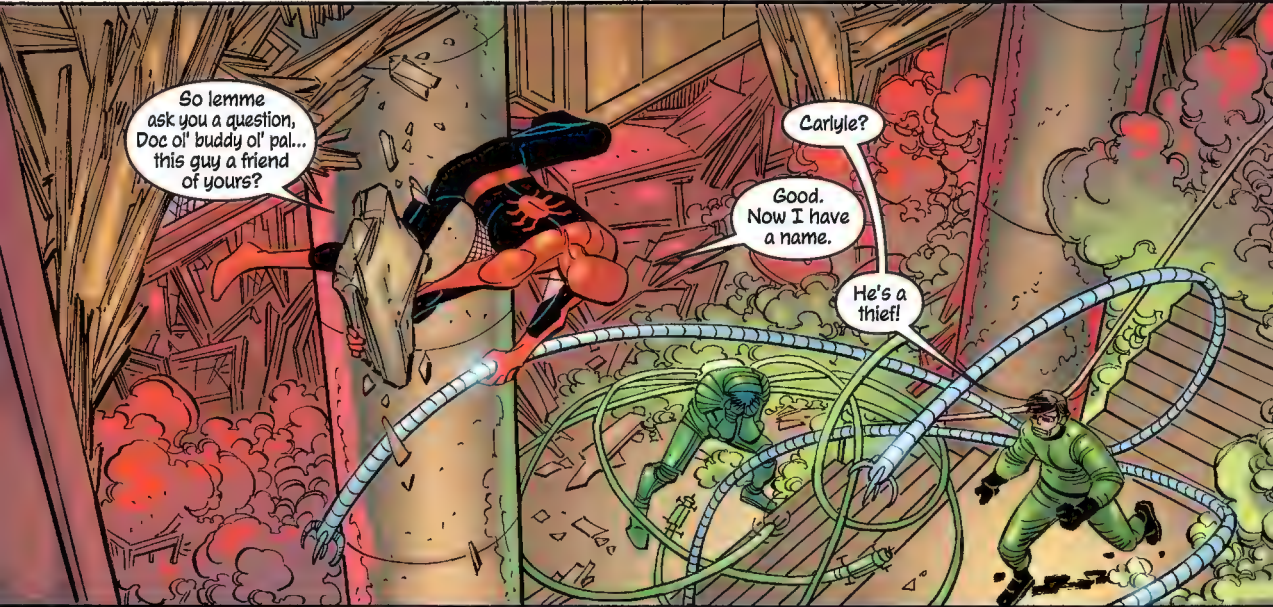
Could you turn that off, please?



Sure thing.



Thank you.

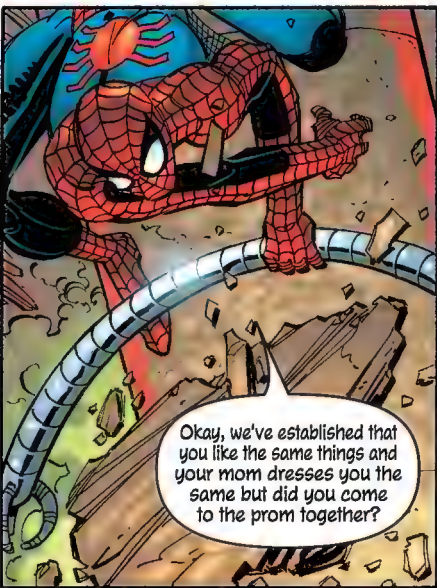


So lemme ask you a question, Doc ol' buddy ol' pal... this guy a friend of yours?

Carlyle?

Good. Now I have a name.

He's a thief!

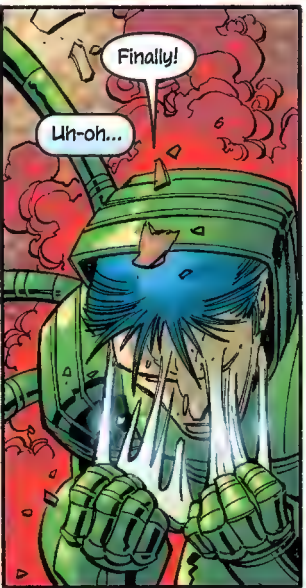


Okay, we've established that you like the same things and your mom dresses you the same but did you come to the prom together?



Look at him! He's stolen my technology! There is room for only *one* Otto Octavius!

Yeah, especially with that new rule that you have to buy a second seat on the airplane if you're too fat for the first one --



Finally!

Uh-oh...



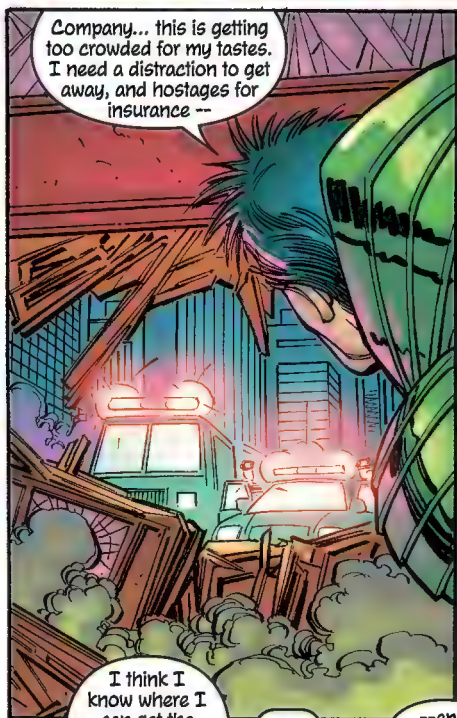


He's fast... I barely get out of the way of one of his arms before I realize --



--he wasn't aiming at me.

Unnhh!



Company... this is getting too crowded for my tastes. I need a distraction to get away, and hostages for insurance --



I think I know where I can get the latter -- I seem to recall there's a studio around here...

No!

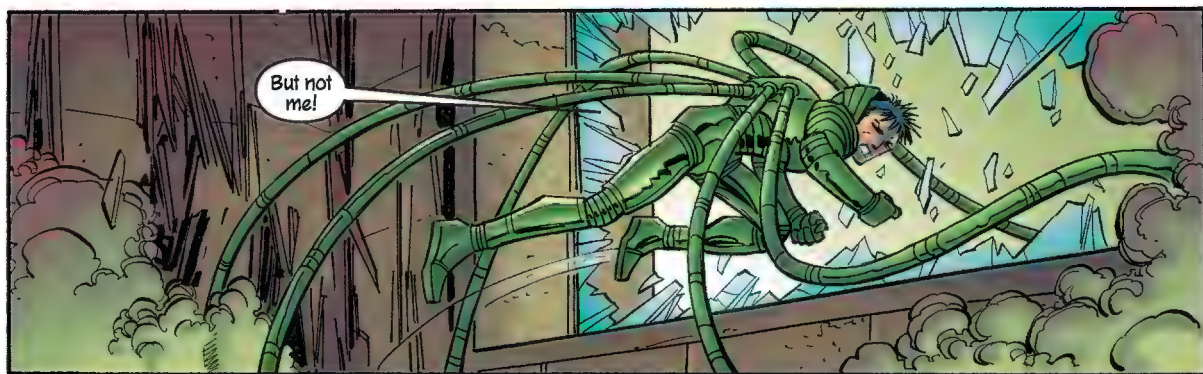
--and now for the former.



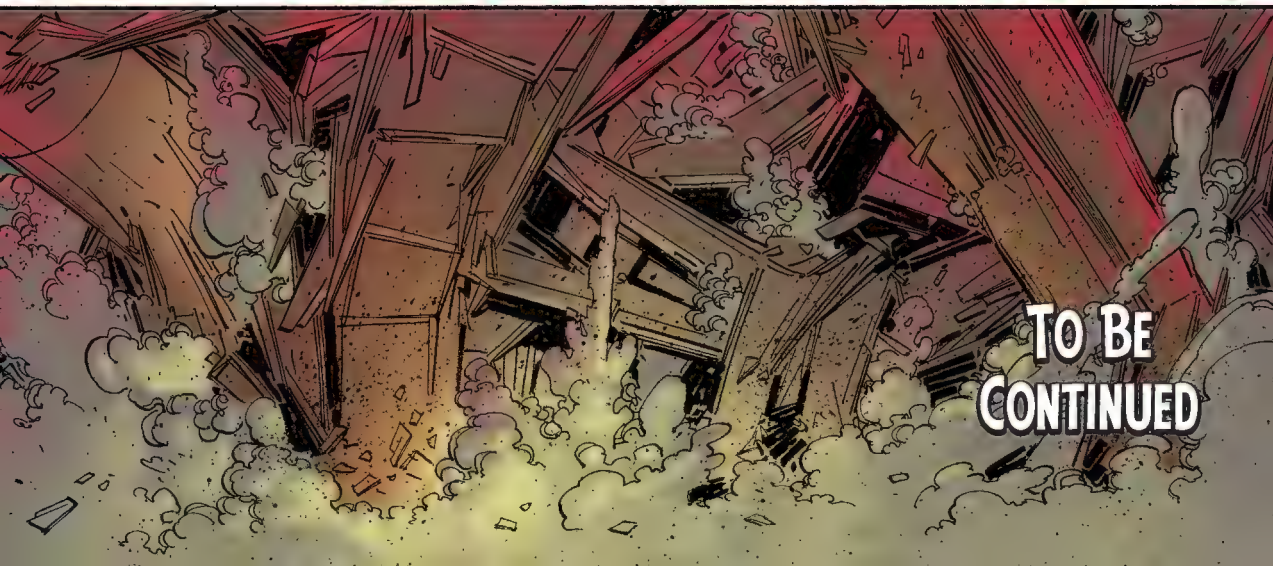
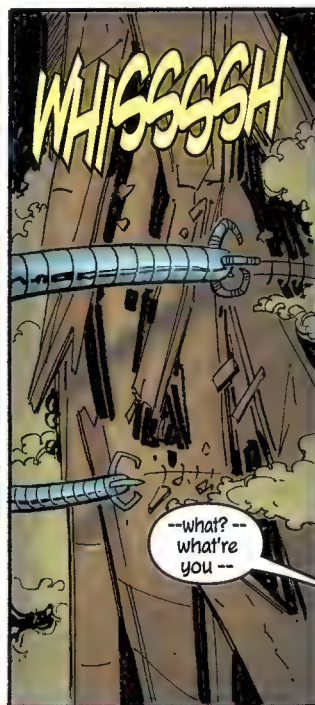
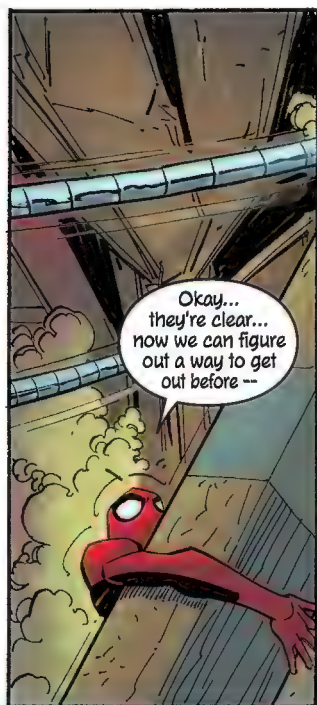
No! What're you doing? Those are load-bearing walls! You'll bring the whole place down around us!

Around you two, perhaps.



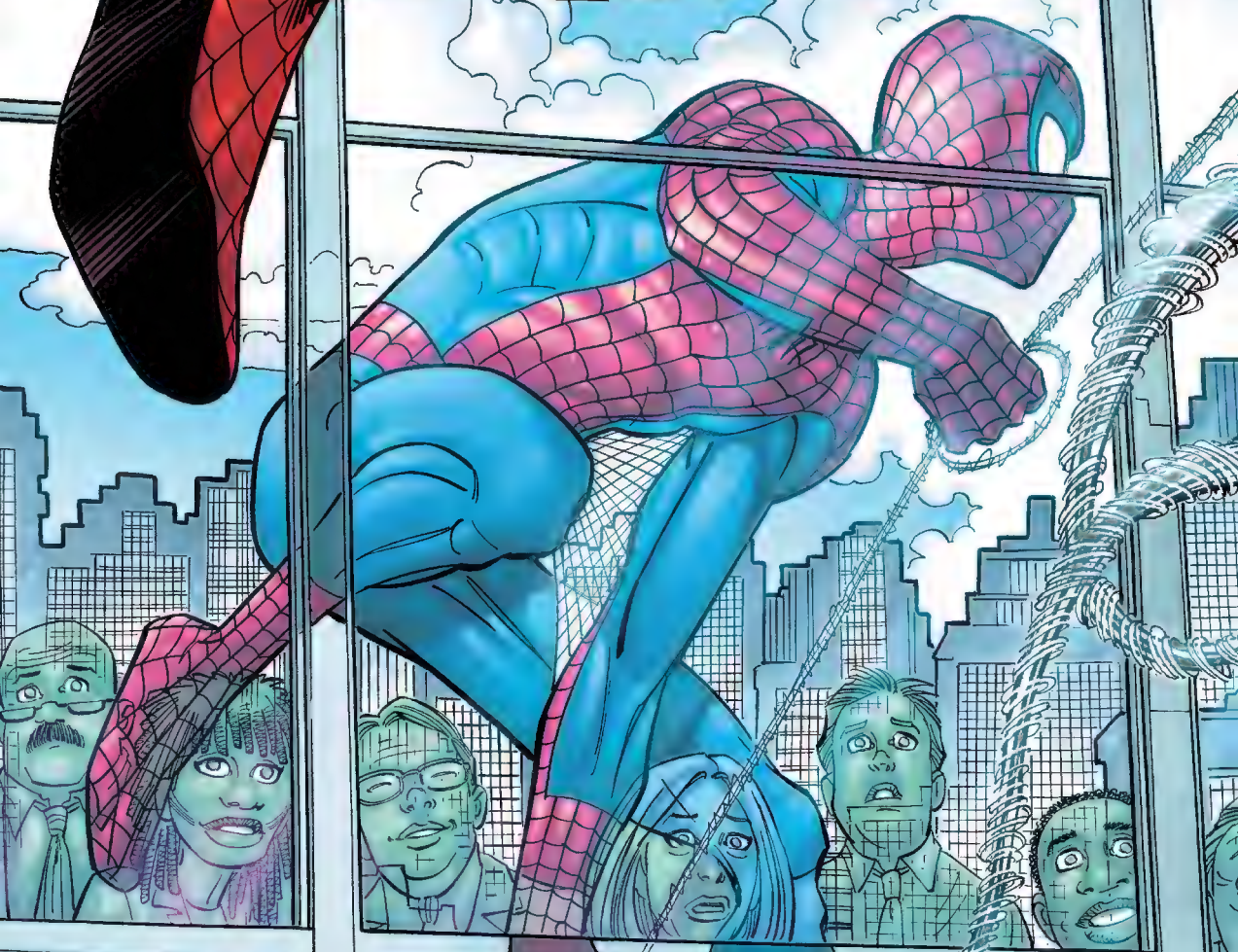








# the AMAZING SPIDER-MAN®



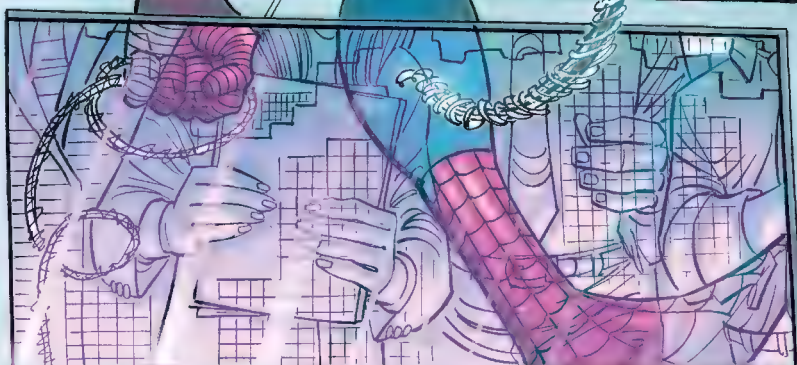
**MARVEL**

45

STRACZYŃSKI

ROMITA JR

HANNA



JR  
JR  
5/11  
D.



STAN  
LEE  
presents:

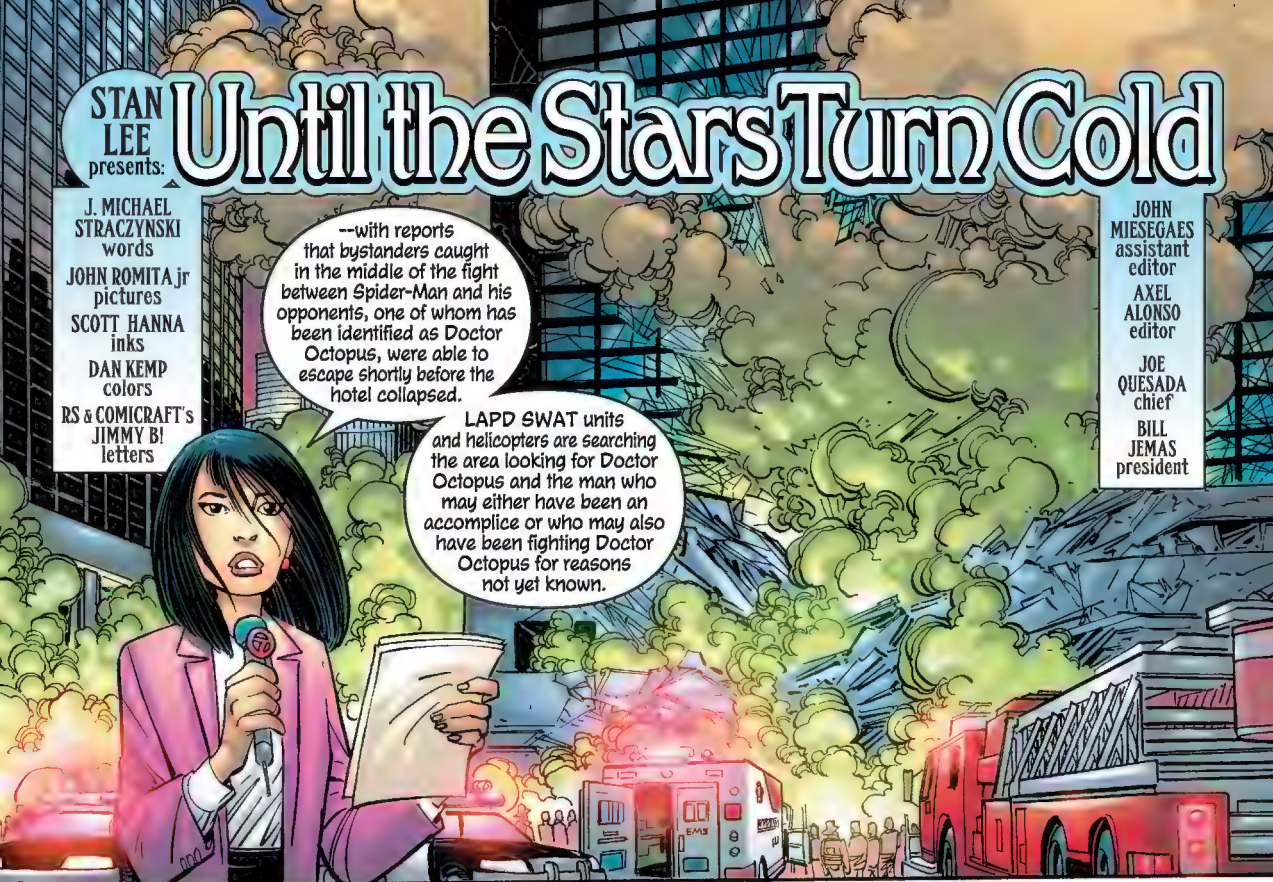
J. MICHAEL  
STRACZYNSKI  
words  
JOHN ROMITA Jr  
pictures  
SCOTT HANNA  
inks  
DAN KEMP  
colors  
RS & COMICRAFT's  
JIMMY BI  
letters

# Until the Stars Turn Cold

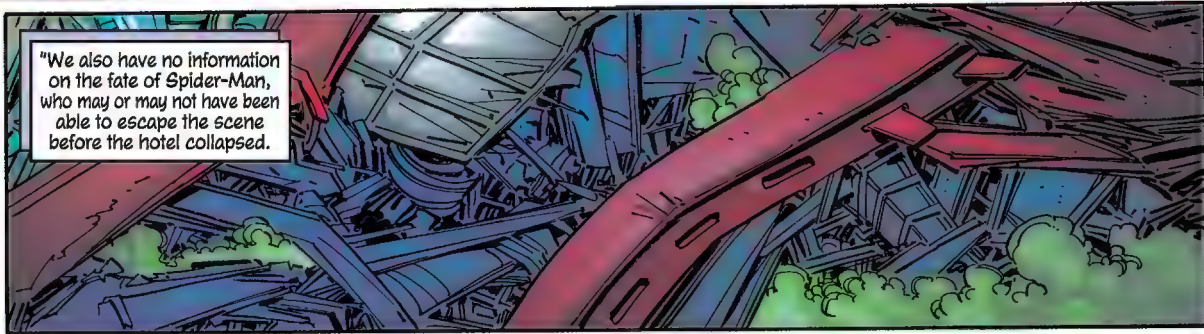
JOHN  
MIESEGAES  
assistant  
editor  
AXEL  
ALONSO  
editor  
JOE  
QUESADA  
chief  
BILL  
JEMAS  
president

--with reports that bystanders caught in the middle of the fight between Spider-Man and his opponents, one of whom has been identified as Doctor Octopus, were able to escape shortly before the hotel collapsed.

LAPD SWAT units and helicopters are searching the area looking for Doctor Octopus and the man who may either have been an accomplice or who may also have been fighting Doctor Octopus for reasons not yet known.



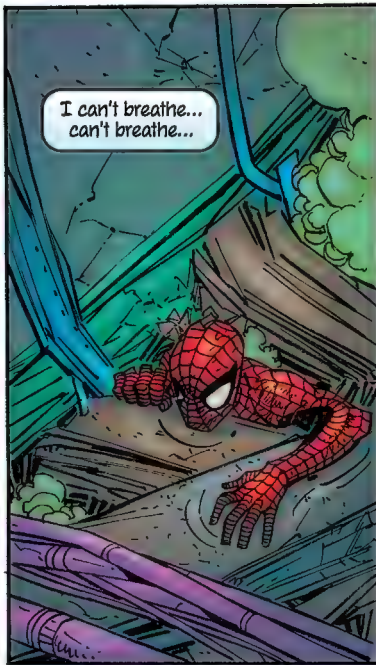
"We also have no information on the fate of Spider-Man, who may or may not have been able to escape the scene before the hotel collapsed.



"According to structural experts, it is unlikely that anyone inside the hotel when it collapsed could have survived..."



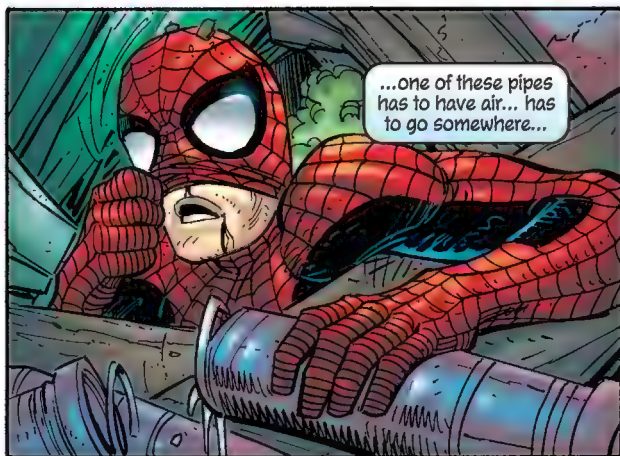
I can't breathe...  
can't breathe...



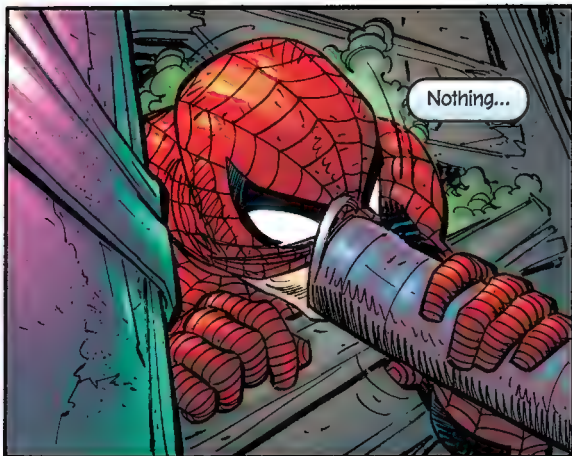
Keep moving... don't  
black out... if you  
black out you die...



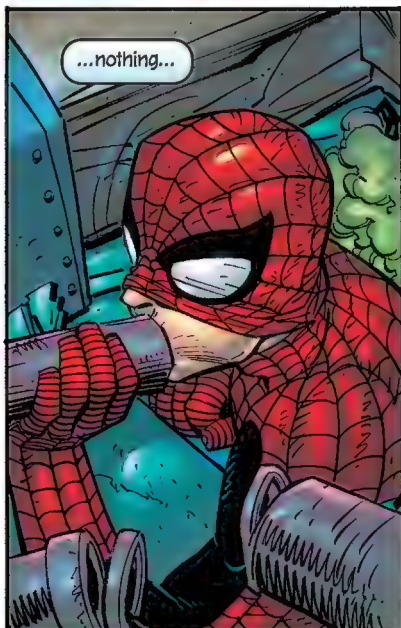




...one of these pipes  
has to have air... has  
to go somewhere...



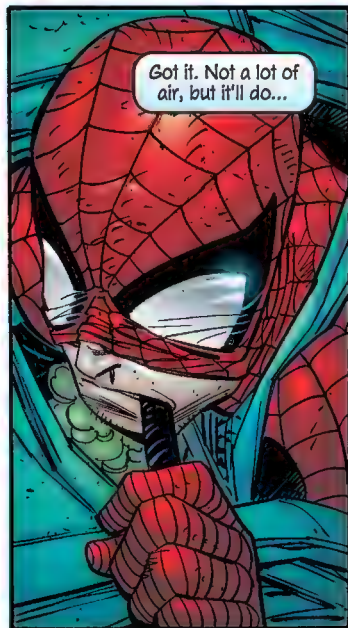
Nothing...



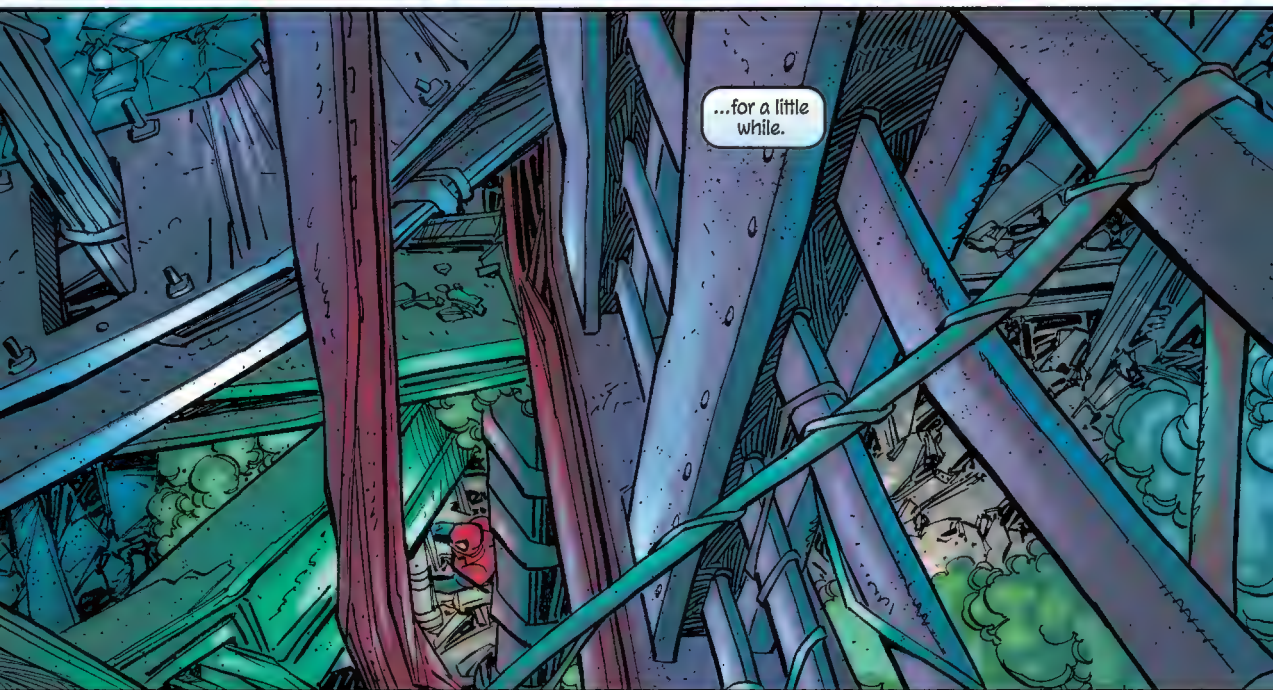
...nothing...



Hands keep shifting as I push the  
debris aside... and I realize I'm  
shaking... shock's setting in... keep  
moving, Peter, damn it, keep moving...

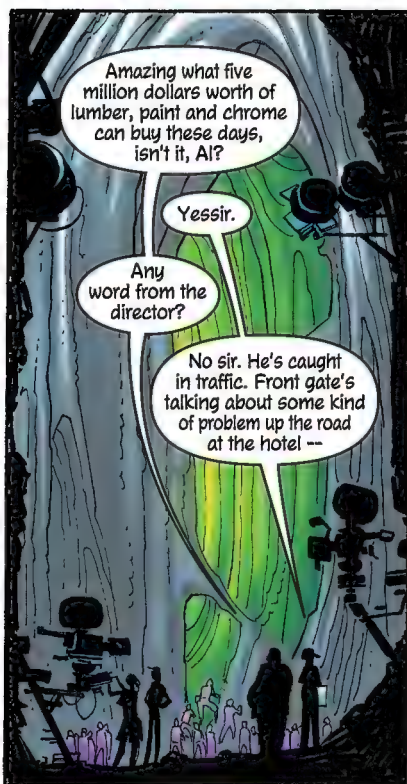


Got it. Not a lot of  
air, but it'll do...



...for a little  
while.





Amazing what five million dollars worth of lumber, paint and chrome can buy these days, isn't it, Al?

Yessir.

Any word from the director?

No sir. He's caught in traffic. Front gate's talking about some kind of problem up the road at the hotel --

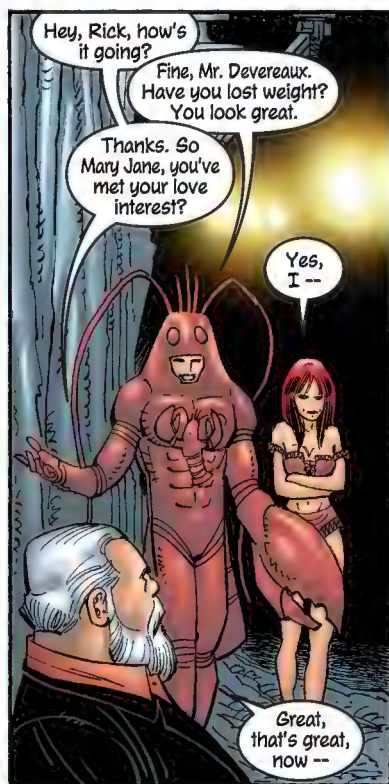


Look, we have to get these camera tests on hair, makeup and wardrobe done in time for the studio brass to approve it before we shoot. We don't need the director for that part. Tell 'em to get out here.

Yes sir, Mister Devereaux.

We need first-team on the set.

That's why producers make the big bucks, Al. When everybody else flakes out, we get things done.



Hey, Rick, how's it going?

Fine, Mr. Devereaux. Have you lost weight? You look great.

Thanks. So Mary Jane, you've met your love interest?

Yes, I --

Great, that's great, now --



Excuse me, but I thought there was supposed to be a closed set for these tests --

It's just a skeleton crew, M.J. I promise if anyone here sees anything he hasn't seen before, I'll shoot it personally.

I understand, but --

Time's wasting, so let's get to it.



Mr. Devereaux --

Oh, crud...

What?

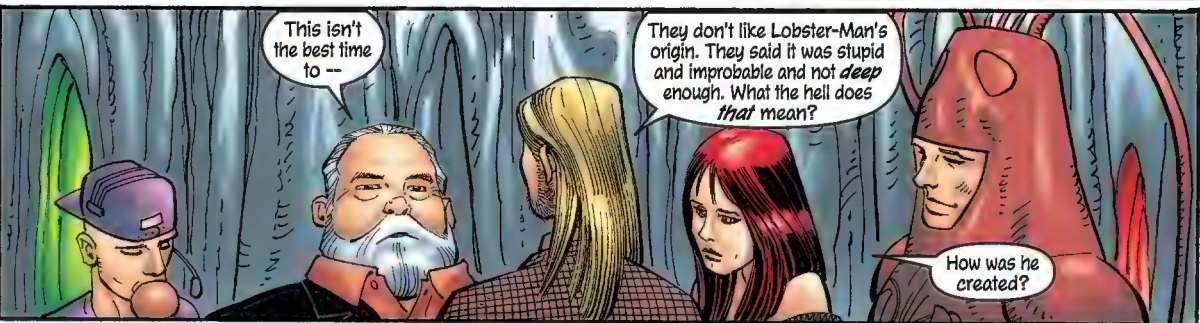
It's the writer, Fettes Grey. I gave the office specific instructions that he wasn't invited --



Why didn't I get a call sheet for the camera test?

I don't know... I gave my assistant specific instructions that you were to be faxed the call sheet wherever you were. I'll have her fired at once.

We have bigger problems than that. Have you seen this last batch of notes?

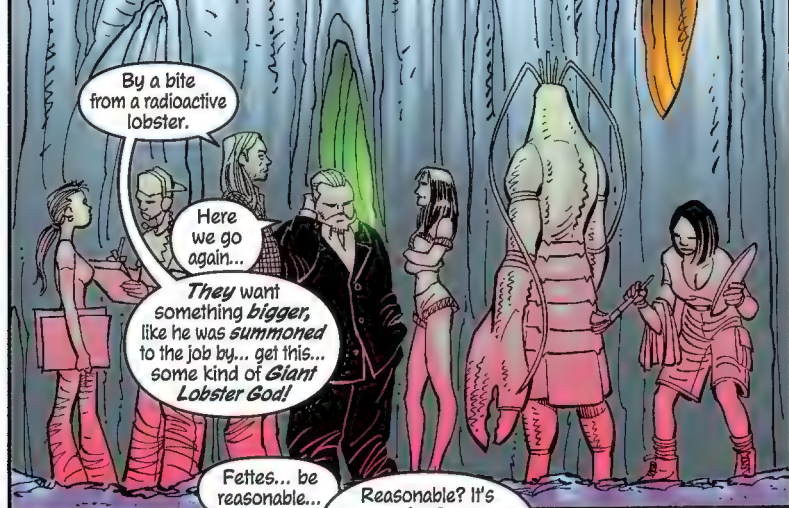


This isn't the best time to --

They don't like Lobster-Man's origin. They said it was stupid and improbable and not *deep* enough. What the hell does *that* mean?

How was he created?

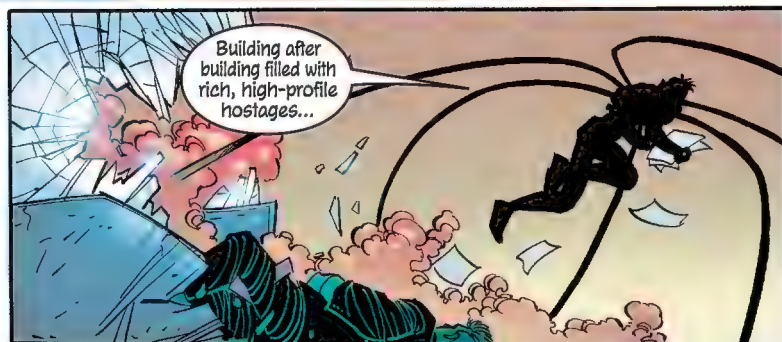




Reasonable? It's *moronic*. Everyone on the internet who heard the rumor about this thinks it's stupid.

People on the internet think *everything's* stupid until they see it... then the next thing you know they're having it tattooed on their butts.

Look, Fettes... radiation is *passee*. It is *so* last-century. We have to move on, create new myths for a new audience. Besides, if it's a Lobster God rather than a one-time-only accident we can have all *kinds* of sequels... Lobster-Boy and Lobster-Girl and the Evil Lobster-Man, you name it.





I can't stay here... the debris keeps shifting... collapsing... it's only a matter of time before everything around me... everything *including me...* gets flattened under a few hundred thousand tons of wreckage.

And I can't try to leave... because one wrong move and this all comes down around me... it means leaving my supply of air behind at some point... not a big deal if I'm only under ten feet of debris... but if it's twenty, or thirty...

...or forty... or more.

I'll never make it before I run out of air. I can't try it.

Except -- I remember now -- as the place came down...

Doc Ock and the new guy... Carlyle... they were headed for the studio, headed for hostages, headed for --

Mary Jane.  
Aunt May.

Have to try.

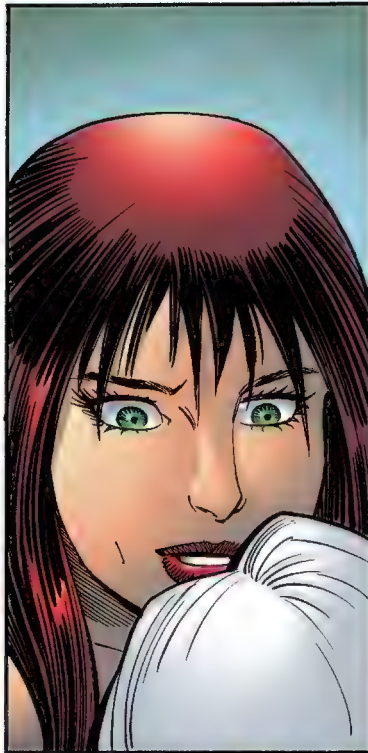
Have to.

Have --

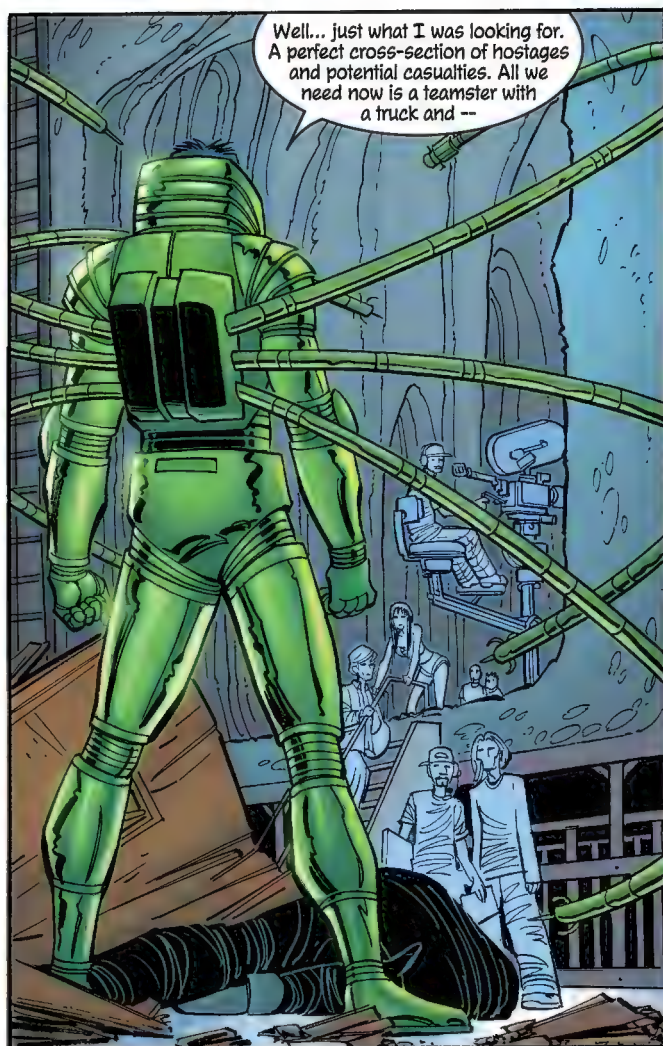
--to --

--try.

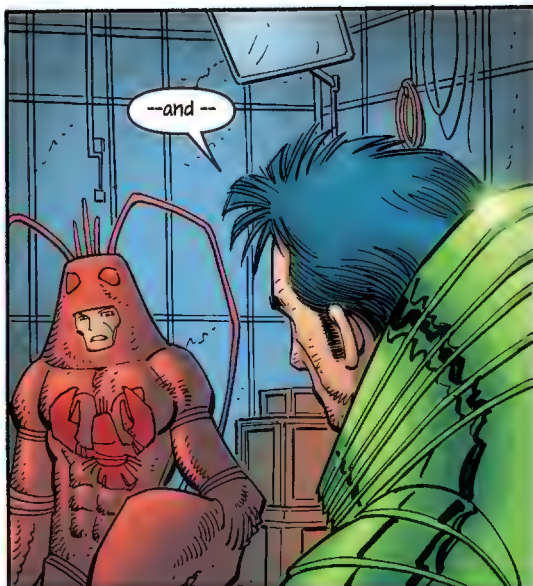








Well... just what I was looking for.  
A perfect cross-section of hostages  
and potential casualties. All we  
need now is a teamster with  
a truck and --



--and --



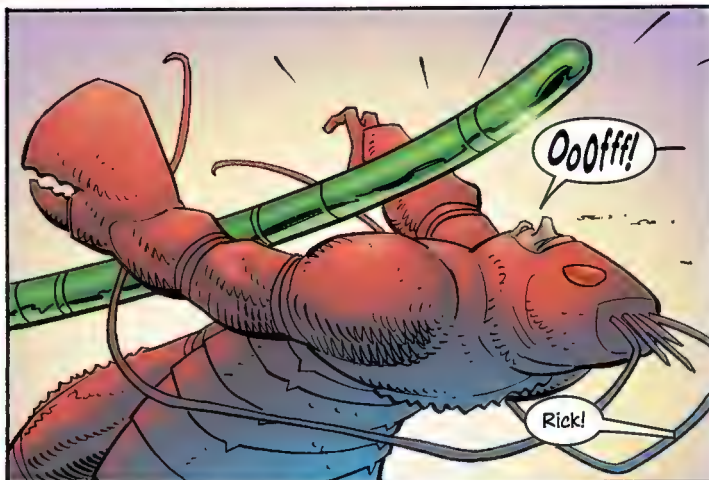
Tell me that...  
*you*... aren't really  
what you look like,  
are you?



I...

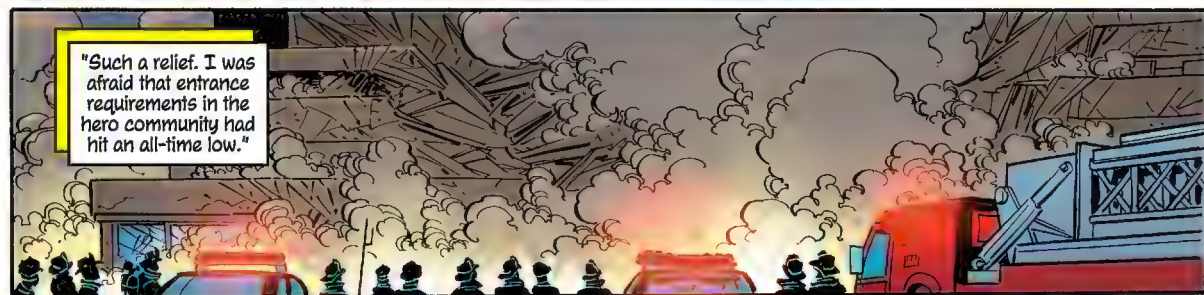
No. It's just  
wardrobe.

Good.



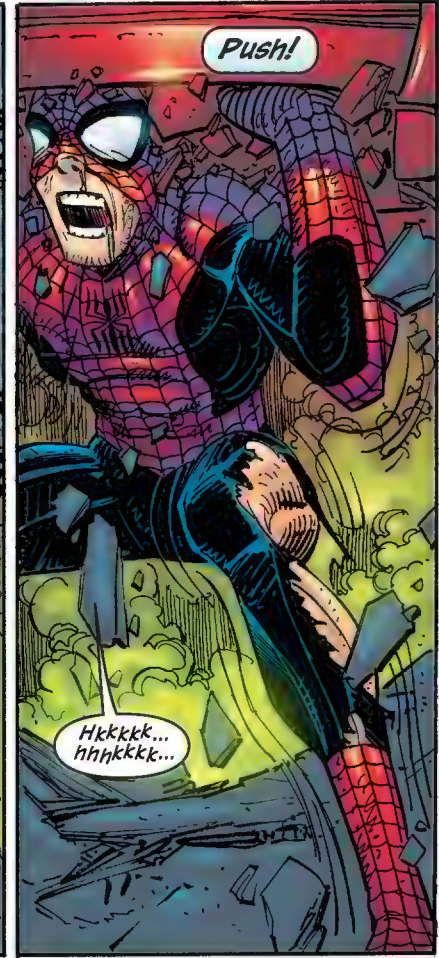
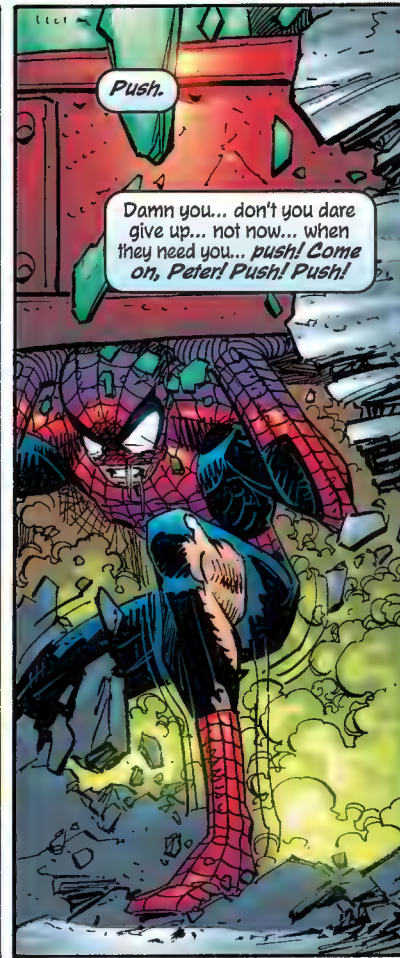
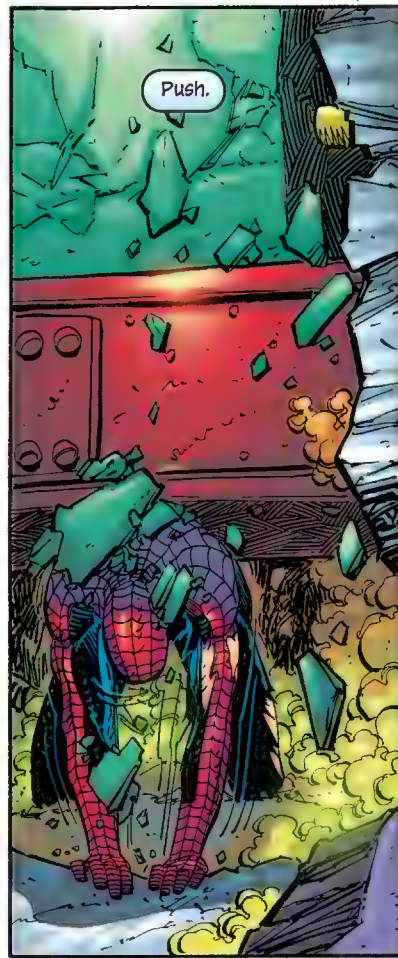
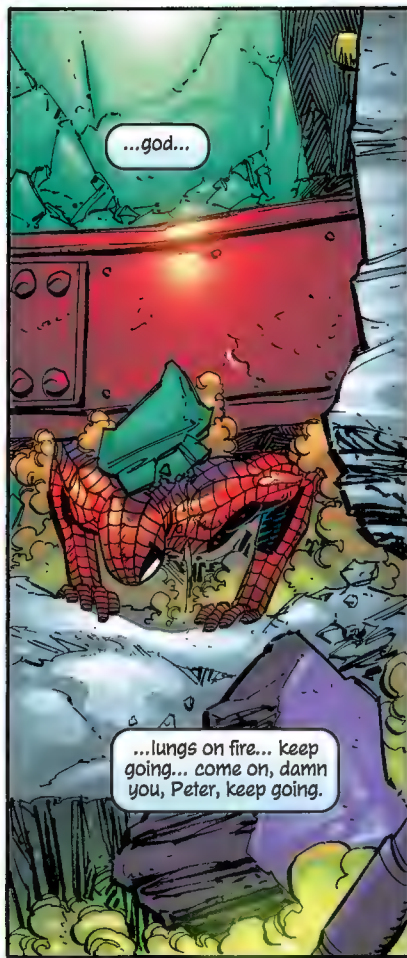
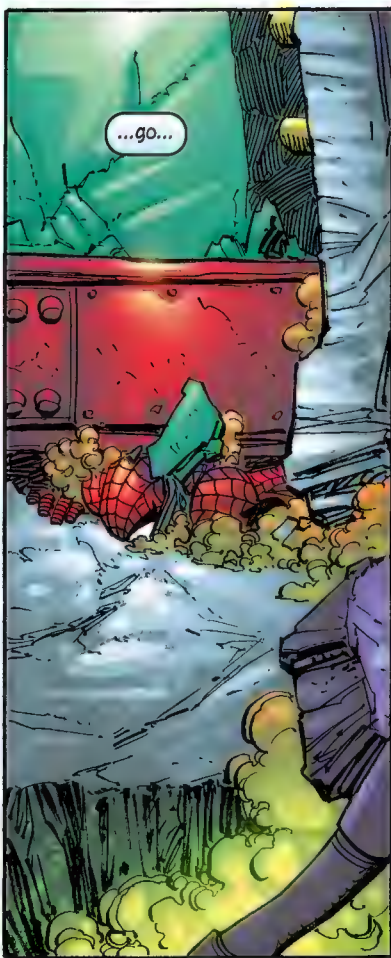
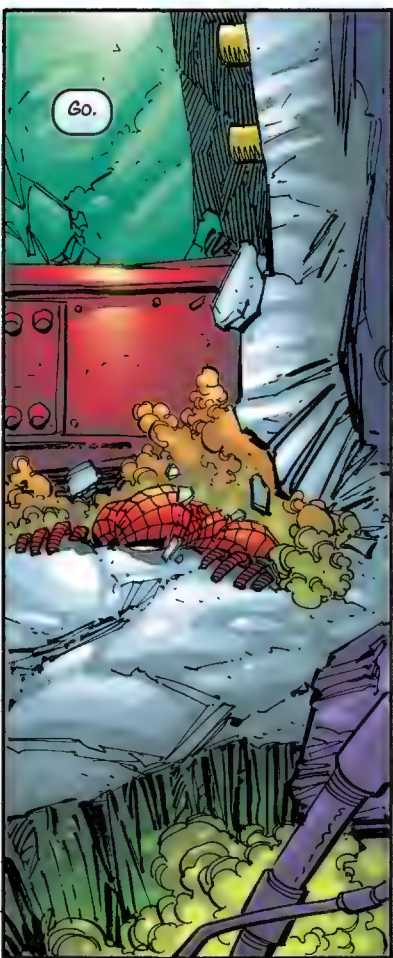
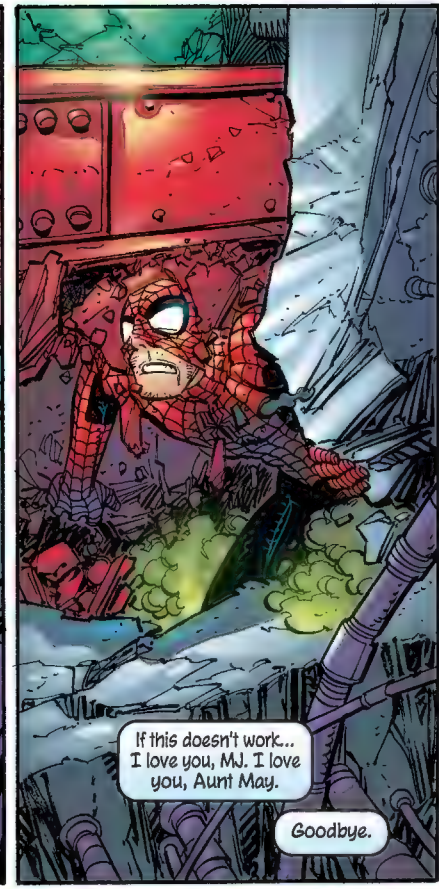
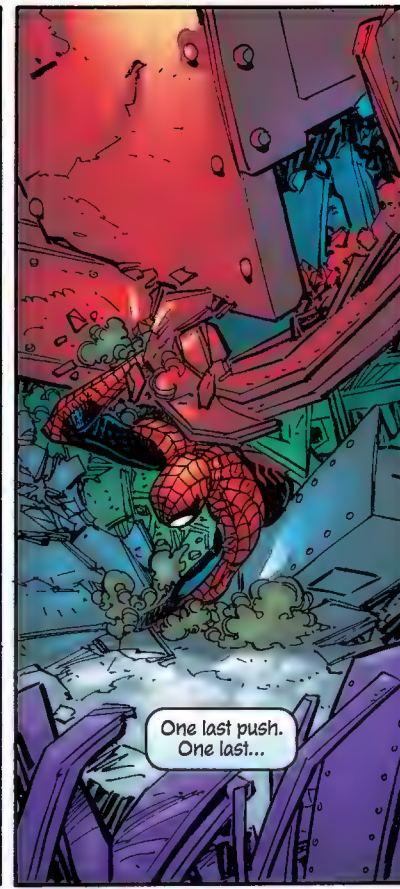
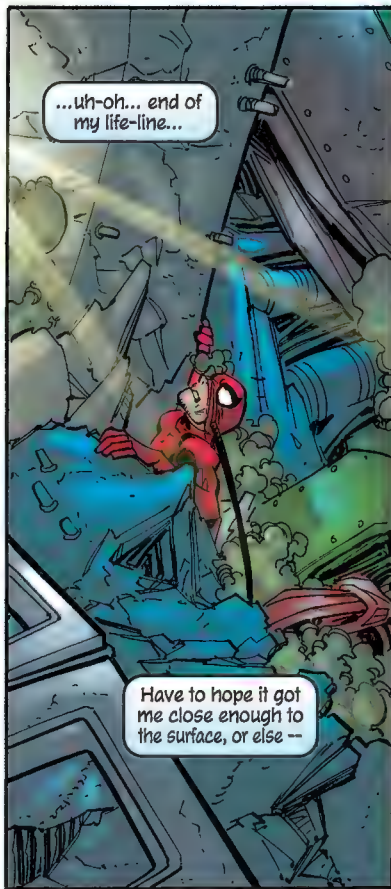
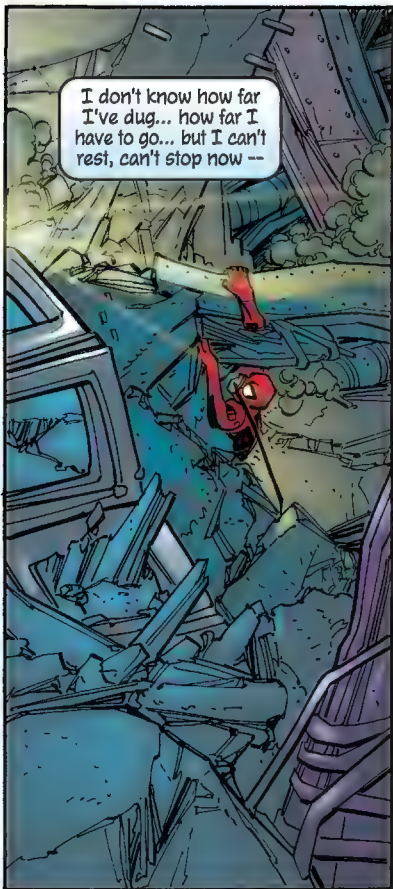
OoOfff!

Rick!

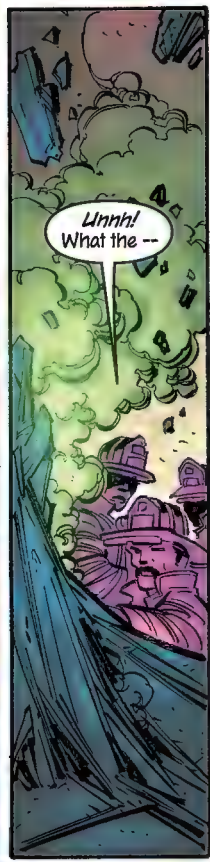


"Such a relief. I was  
afraid that entrance  
requirements in the  
hero community had  
hit an all-time low."





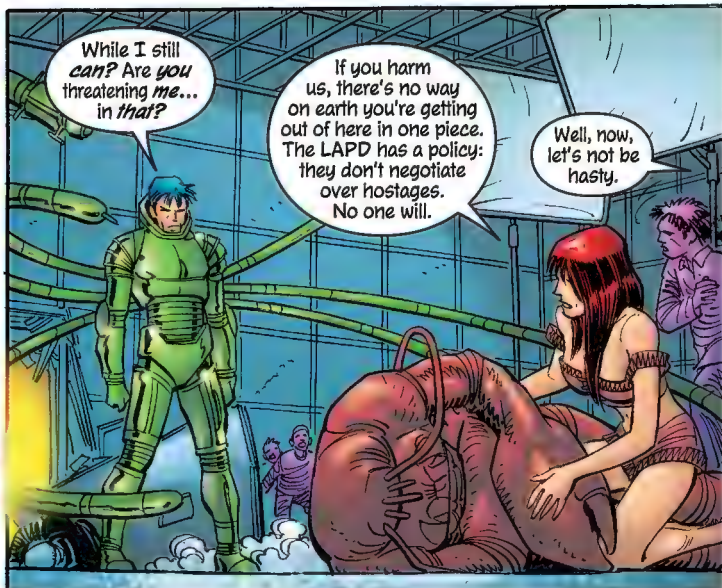








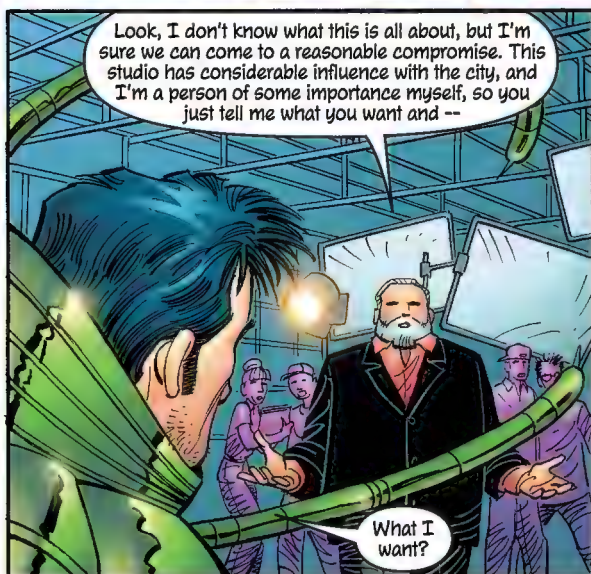
Look, whoever you are, if you're smart you'll take a hike and get away while you still can.



While I still *can*? Are you threatening me... in *that*?

If you harm us, there's no way on earth you're getting out of here in one piece. The LAPD has a policy: they don't negotiate over hostages. No one will.

Well, now, let's not be hasty.



Look, I don't know what this is all about, but I'm sure we can come to a reasonable compromise. This studio has considerable influence with the city, and I'm a person of some importance myself, so you just tell me what you want and --

What I want?



I want a fast car out of here, no pursuit, and no interference from *anyone*. But I know they won't take me seriously, no one ever does.

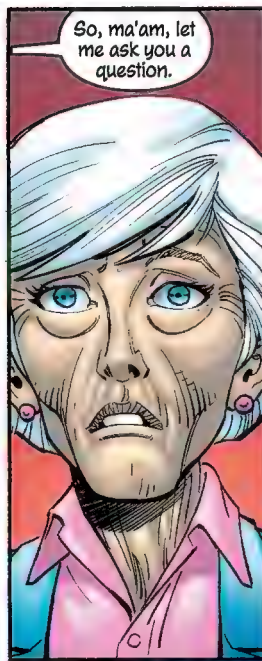


Until someone dies.

So I have to make them understand just how serious I am.

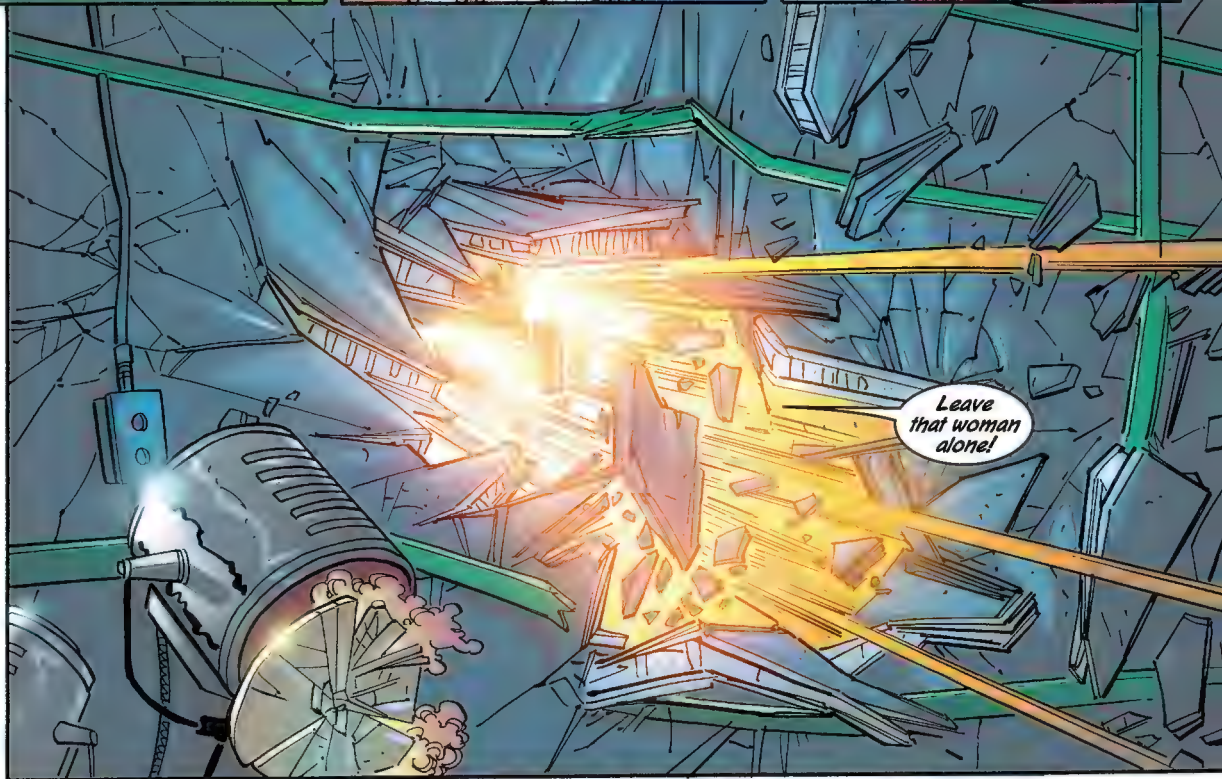
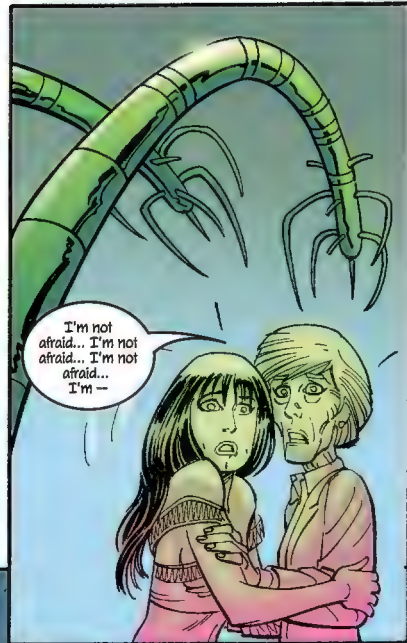


But to show I'm not completely heartless, I should pick someone... expendable. Someone who's already had a good, long life.



So, ma'am, let me ask you a question.









I want *no* distractions! If you think for a *minute* you're going to get away with my technology, you're --

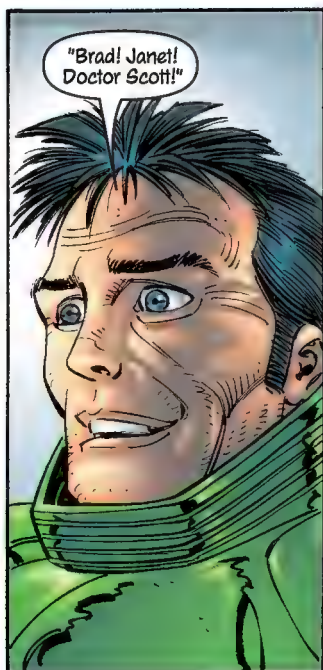


Otto?

May?



Otto...? Otto Octavius?

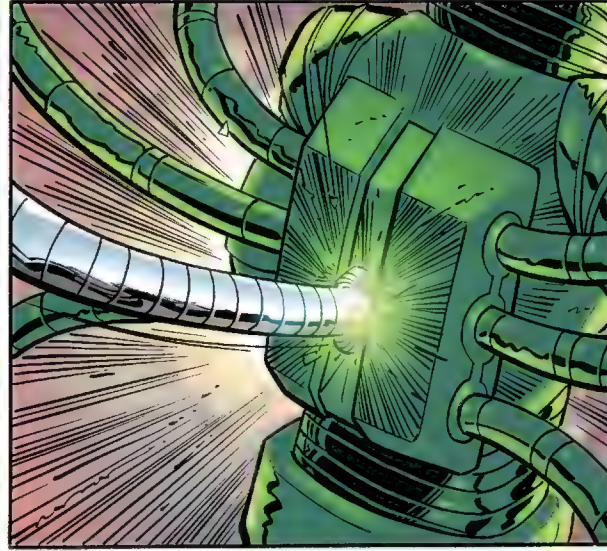
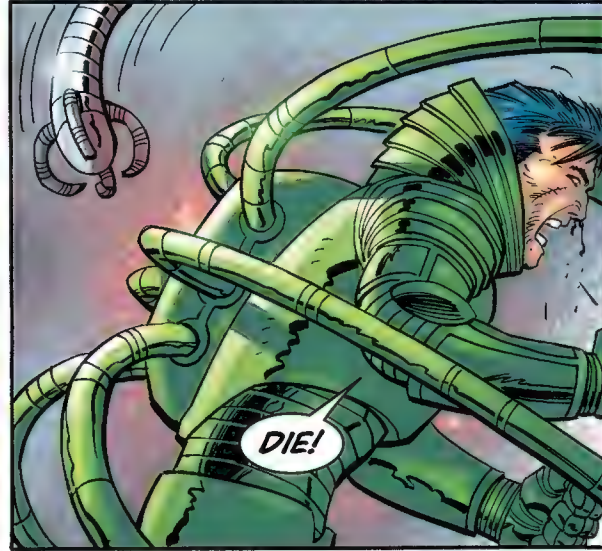
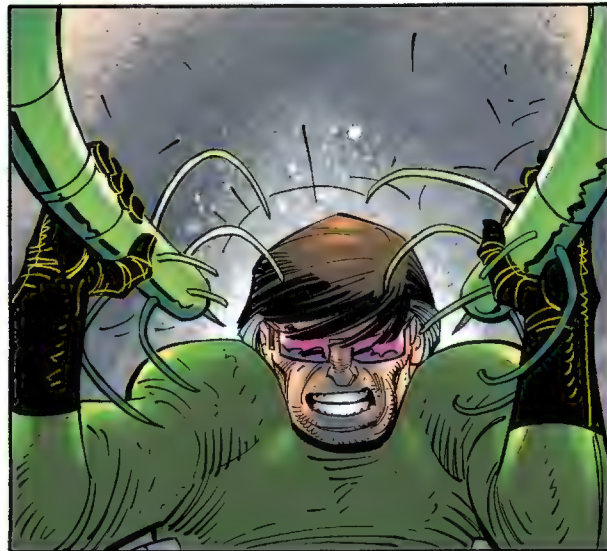
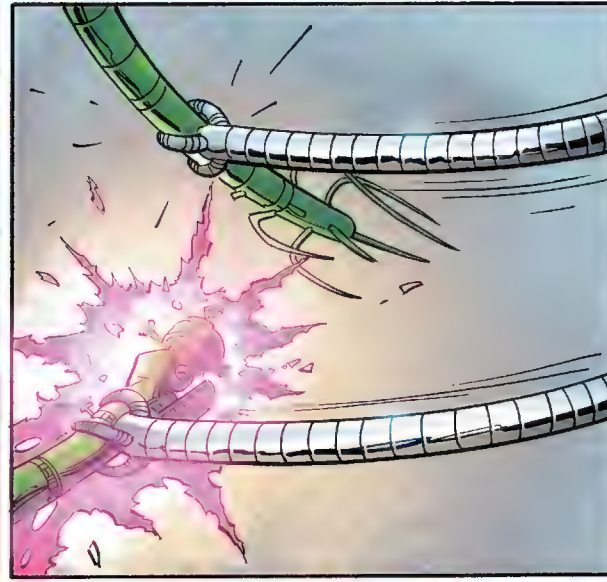
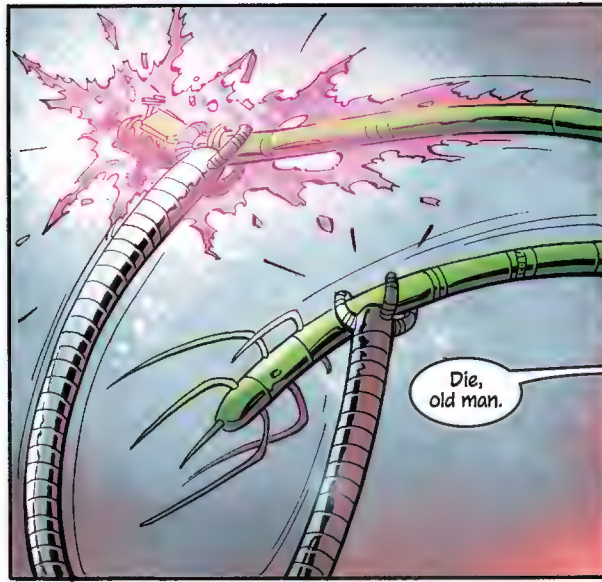
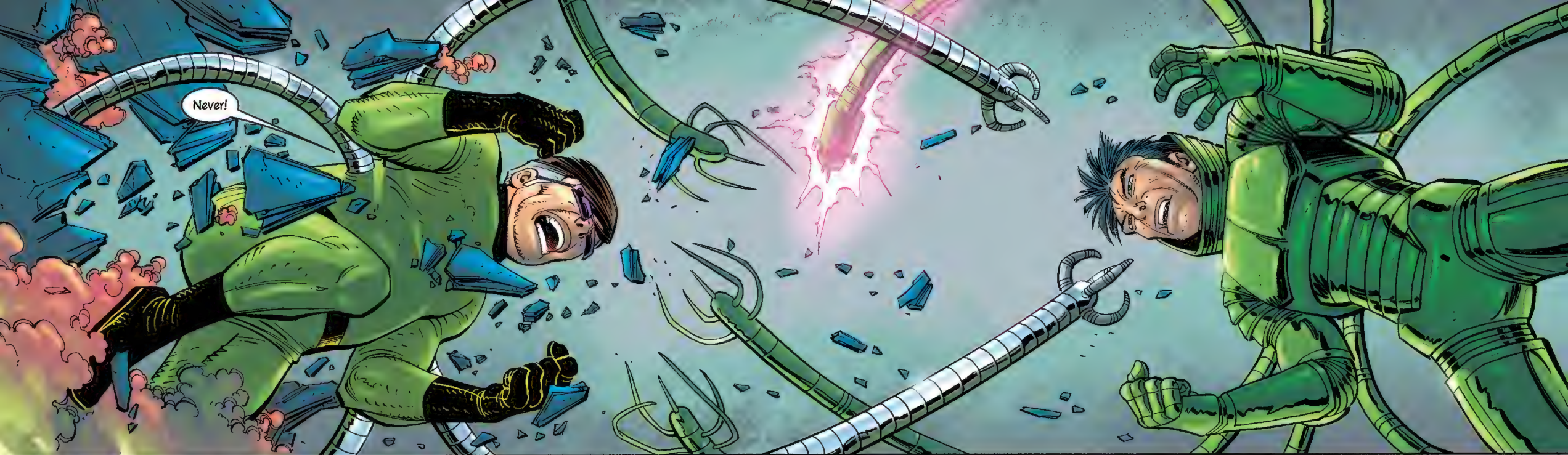


"Brad! Janet! Doctor Scott!"

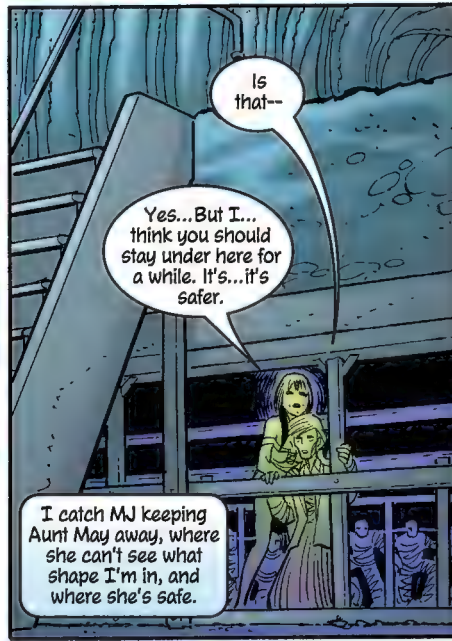
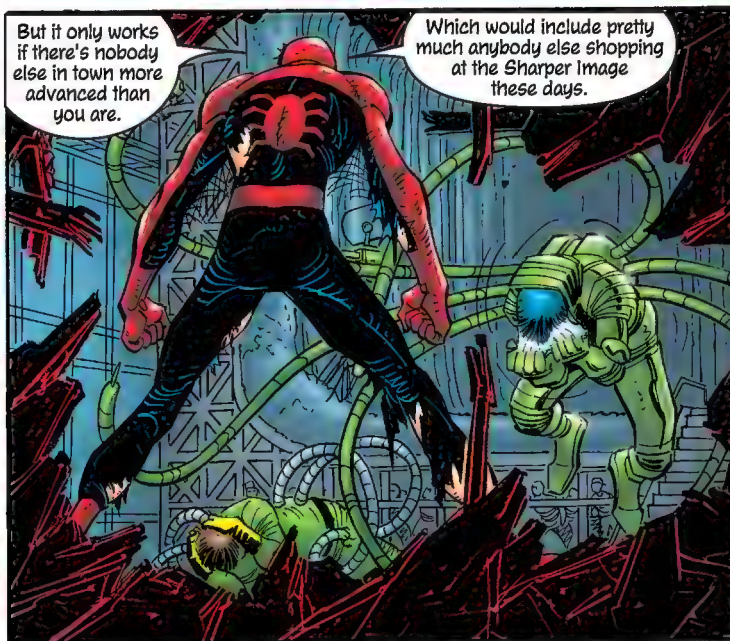
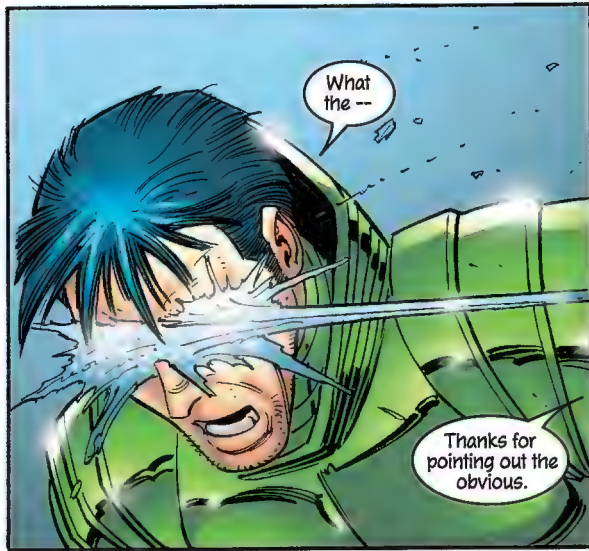
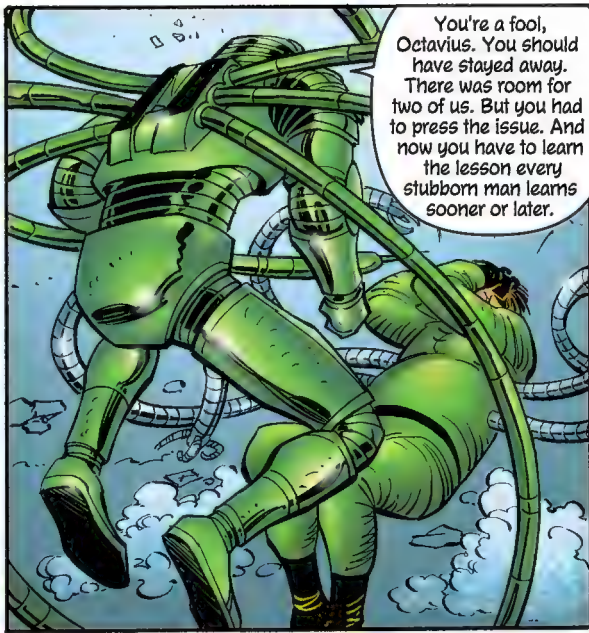


You just don't know when to give up, do you?

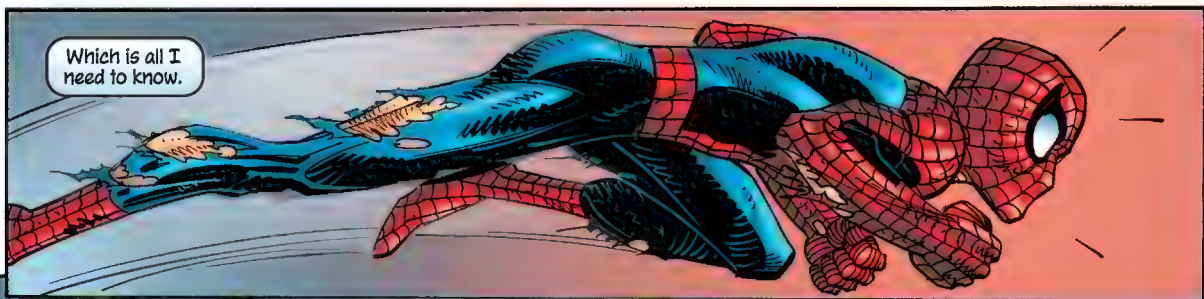




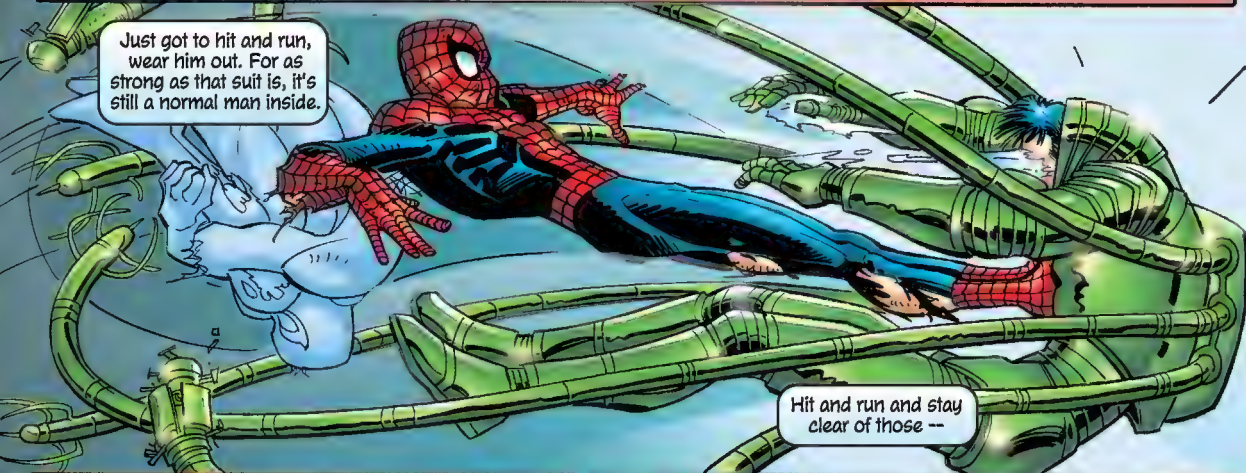






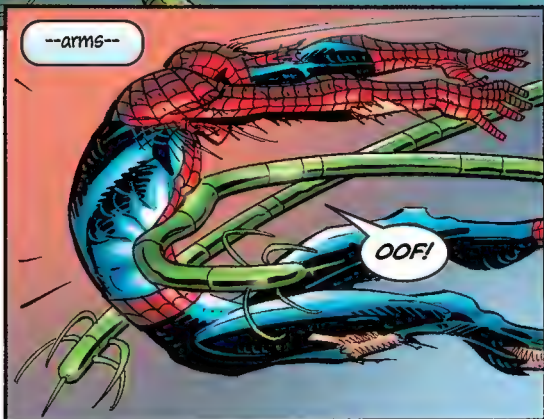


Which is all I need to know.



Just got to hit and run, wear him out. For as strong as that suit is, it's still a normal man inside.

Hit and run and stay clear of those --

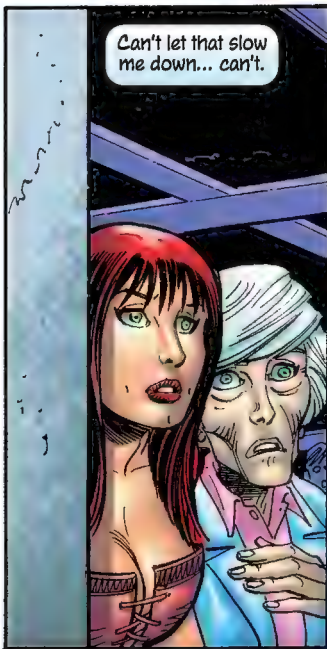


--arms--

DOOF!



I think he cracked a rib.



Can't let that slow me down... can't.



...his shell...

What?

...I made a small crack... just behind...



...maybe you can still take him out.

You're helping me?

No... I'm hurting him.



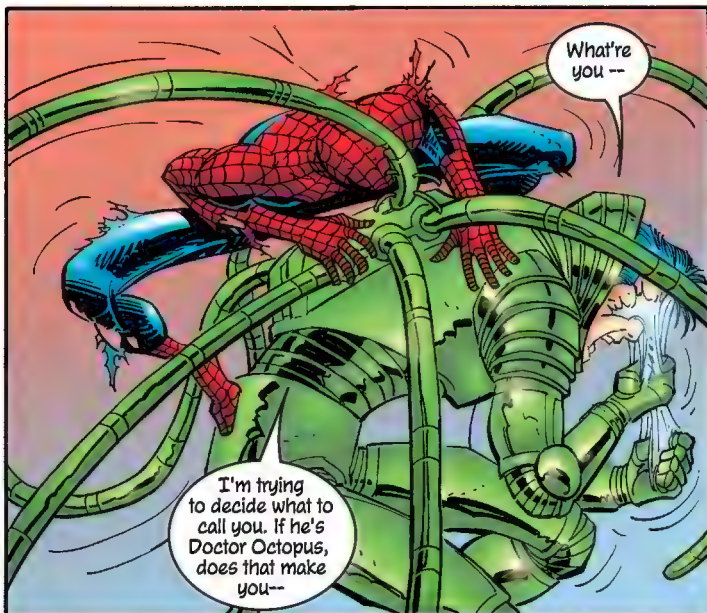


Got to keep moving...  
if I get close I risk  
getting snared...those  
arms can rip me in two  
if they get a good grip.



Just got to  
hold on and  
try to find it.

And pray.



What're  
you --

I'm trying  
to decide what to  
call you. If he's  
Doctor Octopus,  
does that make  
you--



uhhh

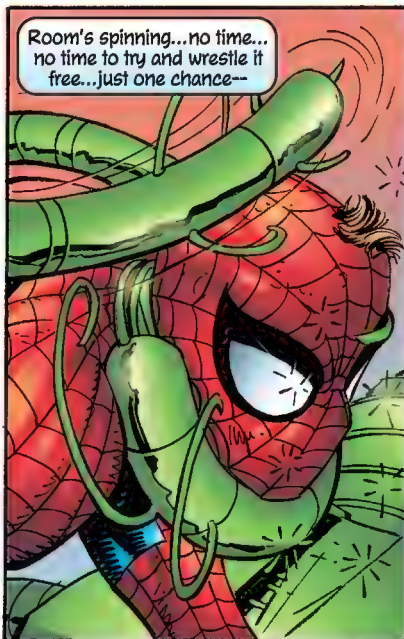
Carlisle  
Calamari?

C'mon, where  
is it...where *is* it?



...where...

GOT IT!



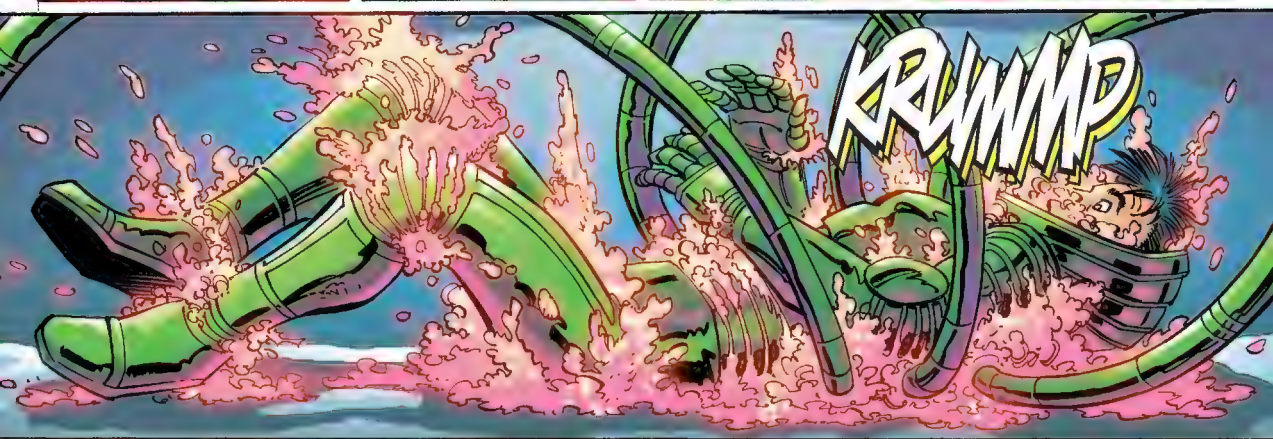
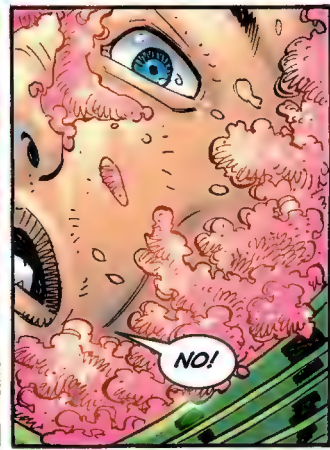
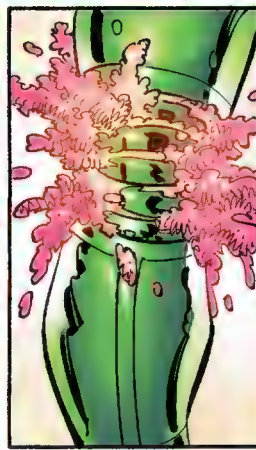
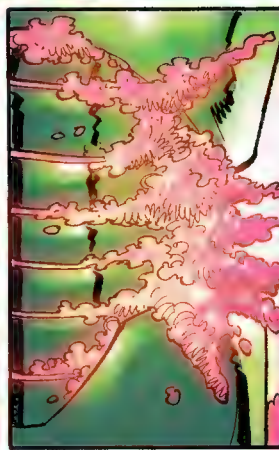
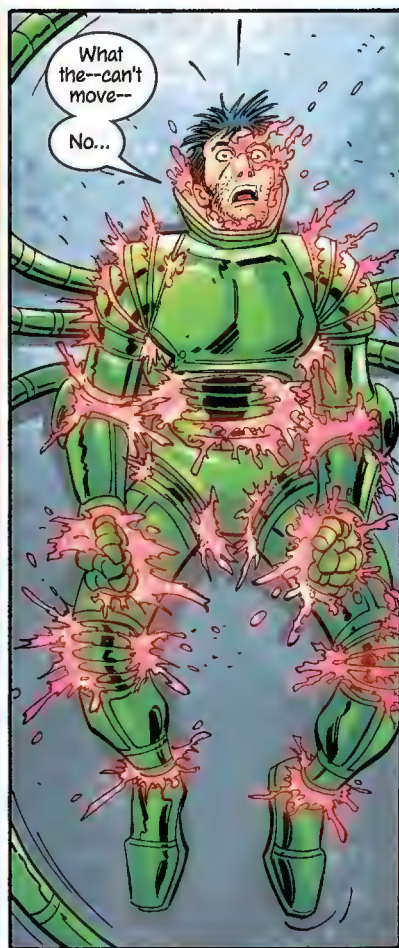
Room's spinning...no time...  
no time to try and wrestle it  
free...just one chance--



PSSSSSHHHH

Just have to try...to gum  
up the works. Empty the  
whole thing. Let the webbing  
expand inside the suit.



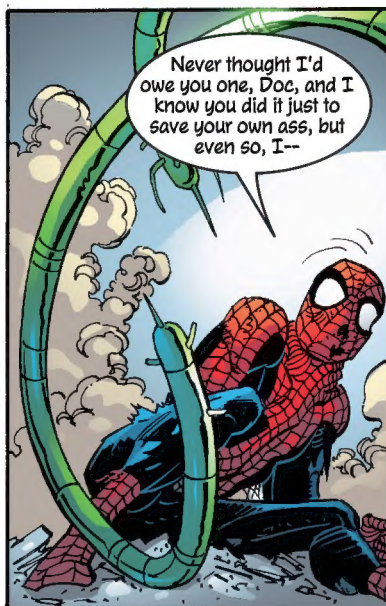




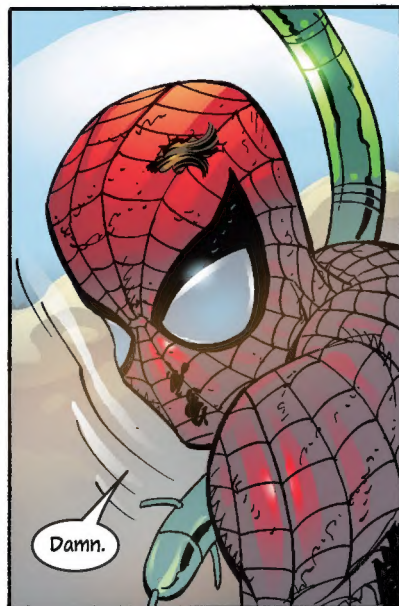


Is it--  
Yep. It's  
okay, Aunt May.  
We're safe  
now.

And  
he's--  
I think  
he's fine.



Never thought I'd  
owe you one, Doc, and I  
know you did it just to  
save your own ass, but  
even so, I--



Damn.



Rick! Are you  
okay?

Yeah, I...  
I think so...

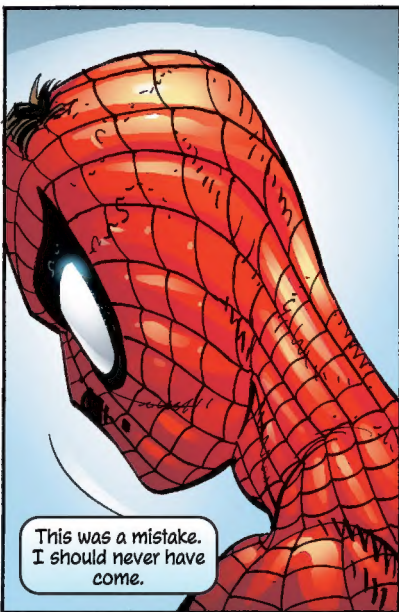
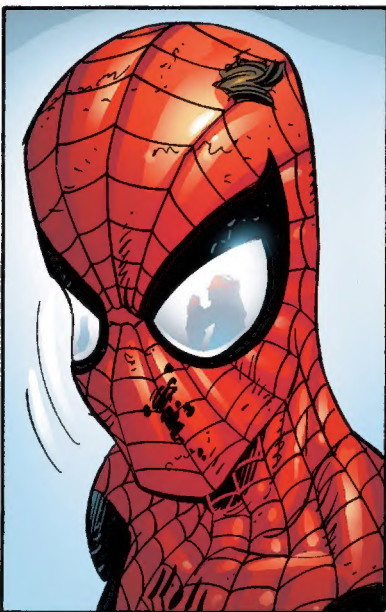
Here,  
let me help  
you.



So where's  
the brass--

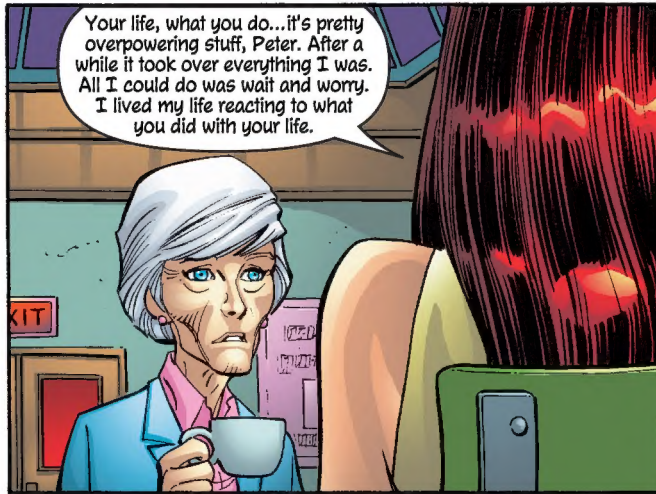


--band...

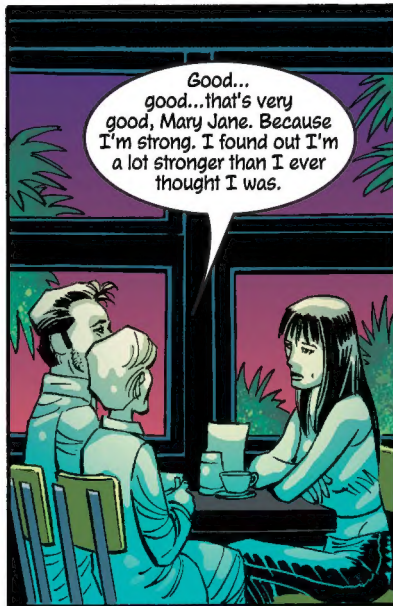


This was a mistake.  
I should never have  
come.











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